



AGENDA
CUYAHOGA COUNTY FINANCE & BUDGETING COMMITTEE MEETING
MONDAY, NOVEMBER 10, 2014
CUYAHOGA COUNTY ADMINISTRATIVE HEADQUARTERS
COUNCIL CHAMBERS – 4TH FLOOR
1:00 PM

- 1. CALL TO ORDER**
- 2. ROLL CALL**
- 3. PUBLIC COMMENT RELATED TO THE AGENDA**
- 4. APPROVAL OF MINUTES FROM THE OCTOBER 20, 2014 MEETING**
- 5. MATTERS REFERRED TO COMMITTEE**
 - a) R2014-0261: A Resolution making an award on RQ30784 to Pictometry International Corp. in the amount not-to-exceed \$1,378,626.27 for Geographical Information System data and software, aerial photography and related professional services for the period 9/1/2014 - 8/31/2018; authorizing the County Executive to execute the contract and all other documents consistent with said award and this Resolution; and declaring the necessity that this Resolution become immediately effective.
 - b) O2014-0033: An Ordinance amending Chapter 701 of the Cuyahoga County Code by adding Sections 701.08, 701.09 and 701.10 to establish guidelines for financial management of operations and a long-term financial plan for Cuyahoga County.
 - c) O2014-0034: An Ordinance enacting Chapter 703 of the Cuyahoga County Code to establish a procedure for the County to enter into delinquent land contracts with qualified tax payers, and declaring the necessity that this Ordinance become immediately effective.

- d) R2014-0253: A Resolution authorizing the issuance and sale of Cuyahoga County Sales Tax Revenue Bonds, Series 2014 (Lakefront Pedestrian Bridge), in an aggregate principal amount not-to-exceed \$10,000,000.00 for the purpose of acquiring an interest in, and paying or reimbursing a portion of the cost of constructing and maintaining, a pedestrian/bicycle bridge to be located between the northeast corner of Mall C and the downtown lakefront in the vicinity of the Great Lakes Science Center and Rock and Roll Hall of Fame and Museum and spanning railroad tracks owned by Norfolk Southern, CSX and Amtrak, GCRTA Waterfront Line tracks, City-owned property (Amtrak parking lot), Memorial Shoreway (SR2) including the mainline and access ramps, and Erieside Avenue, and for the purpose of paying capitalized interest on the bonds and paying the costs of issuance in connection therewith; authorizing the preparation and use of a preliminary official statement; authorizing the preparation, execution and use of an official statement; approving and authorizing the execution of a trust indenture and a continuing disclosure agreement; authorizing other actions related to the issuance of the bonds; and declaring the necessity that this Resolution become immediately effective.
- e) R2014-0254: A Resolution authorizing the issuance and sale of sales tax revenue bonds of the County of Cuyahoga, Ohio, in a principal amount not-to-exceed \$35,800,000.00 for the purpose of refunding all or a portion of the County's Sewer District Improvement Bonds, Series 2000, and advance refunding all or a portion of the County's Sewer District Improvement Bonds, Series 2005, and Various Purpose General Obligation (Limited Tax) Bonds, Series 2009A (Tax-Exempt); authorizing the preparation and use of a preliminary official statement; authorizing the preparation, execution and use of an official statement; approving and authorizing the execution of a trust indenture, one or more escrow agreements, and a continuing disclosure agreement; authorizing other actions related to the issuance of the bonds; and declaring the necessity that this Resolution become immediately effective.
- f) R2014-0255: A Resolution authorizing the issuance and sale of Cuyahoga County Sales Tax Revenue Bonds, Series 2014 (County Facilities Improvement), in an aggregate principal amount not-to-exceed \$168,000,000.00 for the purposes of paying or reimbursing the costs of constructing, maintaining, expanding, refurbishing, renovating, upgrading, improving, furnishing, and equipping the Cuyahoga County Administrative Headquarters, the Cuyahoga County Corrections Center, the Justice Center, the Cuyahoga County Juvenile Justice Center, the Medical Examiner's Office, the Office of Emergency Management, the Jane Edna Hunter Building, and certain other related improvements and facilities operated by the County and for the purpose of paying capitalized interest on the bonds and paying the costs of issuance in connection therewith; authorizing the preparation and use of a preliminary official statement; authorizing the

preparation, execution and use of an official statement; approving and authorizing the execution of a trust indenture and a continuing disclosure agreement; authorizing other actions related to the issuance of the bonds; and declaring the necessity that this Resolution become immediately effective.

- g) R2014-0256: A Resolution authorizing the issuance and sale of County of Cuyahoga, Ohio Tax-Exempt Economic Development Refunding Revenue Bonds, Series 2014C (Medical Mart/Convention Center Project) in an aggregate principal amount not-to-exceed \$21,000,000.00 for the purpose of providing moneys to pay costs of a "Project" within the meaning of Ohio Revised Code Chapter 165; authorizing the preparation and use of a preliminary official statement; authorizing the preparation, execution and use of an official statement; approving and authorizing the execution of a bond purchase agreement, a bond registrar agreement and a continuing disclosure agreement; authorizing other actions related to the issuance of the bonds; and declaring the necessity that this Resolution become immediately effective.

- h) R2014-0257: A Resolution authorizing the issuance and sale of County of Cuyahoga, Ohio Taxable Economic Development Revenue Bonds, Series 2014B (Western Reserve Fund) in an aggregate principal amount not-to-exceed \$24,500,000.00 for the purpose of providing moneys to pay costs of "Projects" within the meaning of Ohio Revised Code Chapter 165; authorizing the preparation and use of a preliminary official statement; authorizing the preparation, execution and use of an official statement; approving and authorizing the execution of a bond purchase agreement, a bond registrar agreement and a continuing disclosure agreement; authorizing other actions related to the issuance of the bonds; and declaring the necessity that this Resolution become immediately effective.

6. MISCELLANEOUS BUSINESS

7. OTHER PUBLIC COMMENT

8. ADJOURNMENT

*Complimentary parking for the public is available in the attached garage at 900 Prospect. A skywalk extends from the garage to provide additional entry to the Council Chambers from the 5th floor parking level of the garage. Please see the Clerk to obtain a complimentary parking pass.



MINUTES

CUYAHOGA COUNTY FINANCE & BUDGETING COMMITTEE MEETING
MONDAY, OCTOBER 20, 2014
CUYAHOGA COUNTY ADMINISTRATIVE HEADQUARTERS
COUNCIL CHAMBERS – 4TH FLOOR
1:00 PM

1. CALL TO ORDER

Chairman Miller called the meeting to order at 1:04 p.m.

2. ROLL CALL

Mr. Miller asked Ms. Culek to call the roll. Committee members Miller, Gallagher, Connally and Greenspan were in attendance and a quorum was determined. Committee members Jones, Schron and Brady entered the meeting after the roll call was taken.

3. PUBLIC COMMENT RELATED TO THE AGENDA

No public comments were given.

4. APPROVAL OF MINUTES FROM THE SEPTEMBER 15, 2014 MEETING

A motion was made by Ms. Connally, seconded by Mr. Greenspan and approved by unanimous vote to approve the minutes of the September 15, 2014 meeting.

5. MATTERS REFERRED TO COMMITTEE

- a) R2014-0239: A Resolution amending the 2014/2015 Biennial Operating Budget for 2014 by providing for an additional fiscal appropriation from the General Fund in order to meet the budgetary needs of a County department, and declaring the necessity that this Resolution become immediately effective.

Ms. Rebecca Kopcienski, Administrator of the Personnel Review Commission, addressed the Committee regarding Resolution No. R2014-0239. Discussion ensued.

Committee members asked questions of Ms. Kopcienski pertaining to the item, which she answered accordingly.

On a motion by Mr. Greenspan, with a second by Mr. Jones, Resolution No. R2014-0239 was considered and approved by unanimous vote to be referred to the full council agenda with a recommendation for passage under second reading suspension of the rules.

6. MISCELLANEOUS BUSINESS

- a) **Presentation of Financial Operations Legislation to be introduced at the October 28, 2014 Council Meeting,**

Mr. Miller presented his upcoming Financial Operations legislation to the Committee. Discussion ensued.

Mr. Christopher Murray, Interim Director of the Office of Budget and Management, addressed the Committee regarding the item. Discussion ensued.

- b) **Preliminary discussion of departments likely to be heard during the 2015 budget update.**

Mr. Miller discussed the schedule for the 2015 budget update hearings and provided a list of departments that will likely be heard during the budget update.

Mr. Miller announced that the next Finance & Budgeting Committee meeting will be scheduled for November 10, 2014 at 1:00 p.m.

7. OTHER PUBLIC COMMENT

No public comments were given.

8. ADJOURNMENT

With no further business to discuss and on a motion by Mr. Brady with a second by Mr. Schron, the meeting was adjourned at 1:53 p.m., without objection.

County Council of Cuyahoga County, Ohio

Resolution No. R2014-0261

Sponsored by: County Executive FitzGerald/Department of Information Technology	A Resolution making an award on RQ30784 to Pictometry International Corp. in the amount not-to-exceed \$1,378,626.27 for Geographical Information System data and software, aerial photography and related professional services for the period 9/1/2014 - 8/31/2018; authorizing the County Executive to execute the contract and all other documents consistent with said award and this Resolution; and declaring the necessity that this Resolution become immediately effective.
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WHEREAS, the County Executive/Department of Information Technology recommending an award on RQ30784 to Pictometry International Corp. in the amount not-to-exceed \$1,378,626.27 for Geographical Information Systems data and software, aerial photography, and related professional services for the period 9/1/2014 – 8/31/2018; and

WHEREAS, the goals of this project are to provide: 1) various aerial photography; 2) Geographical Information Systems (GIS) data; 3) Geographical Information Systems (GIS) software; and 4) professional services to be used in the appraisal cycle of real property and for the County's digital structure photo database; and

WHEREAS, this project is funded 100% by Real Estate Assessment Fund; and

WHEREAS, it is necessary that this Resolution become immediately effective in order that critical services provided by Cuyahoga County can continue and to provide for the usual, daily operation of a County entity.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO:

SECTION 1. That the Cuyahoga County Council hereby makes an award on RQ30784 to Pictometry International Corp. in the amount not-to-exceed \$1,378,626.27 for Geographical Information Systems data and software, aerial photography, and related professional services for the period 9/1/2014 – 8/31/2018.

SECTION 2. That the County Executive is authorized to execute the contract and all other documents consistent with this Resolution.

SECTION 3. It is necessary that this Resolution become immediately effective for the usual daily operation of the County and the reasons set forth in the preamble. Provided that this Resolution receives the affirmative vote of at least eight members of Council, it shall take effect and be in force immediately upon the earliest occurrence of any of the following: (1) its approval by the County Executive through signature, (2) the expiration of the time during which it may be disapproved by the County Executive under Section 3.10(6) of the Cuyahoga County Charter, or (3) its passage by at least eight members of Council after disapproval pursuant to Section 3.10(7) of the Cuyahoga County Charter. Otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

SECTION 4. It is found and determined that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

On a motion by _____, seconded by _____, the foregoing Resolution was duly adopted.

Yeas:

Nays:

County Council President

Date

County Executive

Date

Clerk of Council

Date

First Reading/Referred to Committee: October 28, 2014

Committee(s) Assigned: Finance & Budgeting

Journal _____
_____, 20__

County Council of Cuyahoga County, Ohio

Ordinance No. O2014-0033

Sponsored by: Councilmember Miller	An Ordinance amending Chapter 701 of the Cuyahoga County Code by adding Sections 701.08, 701.09 and 701.10 to establish guidelines for financial management of operations and a long-term financial plan for Cuyahoga County.
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WHEREAS, Sections 2.03(9) and 2.03(10) of the Cuyahoga County Charter require the County Executive to submit to Council on a biennial basis a proposed operating budget, capital improvements plan, and detailed supporting financial information on revenues and expenditures; and,

WHEREAS, Section 3.09(5) of the Cuyahoga County Charter gives Council the power to adopt and amend the County's biennial operating budget and capital improvements program and to make appropriations for the County; and,

WHEREAS, the County Office of Budget and Management (OBM) within the Fiscal Office manages the County's budgeting process on behalf of the County Executive; and,

WHEREAS, Cuyahoga County adopted a biennial budget process through Ordinance No. O2011-0036 on 9/13/2011 and the power for a biennial operating budget was incorporated into the County Charter by the voters on November 6, 2012; and,

WHEREAS, the Council desires to address a number of the State of Ohio Auditor's findings in their 2013 Annual Audit of Cuyahoga County; and,

WHEREAS, the Council adopted Ordinance No. O2014-0021 on 10/14/2014 establishing guidelines for the County's investment policy and financial reporting requirements for Cuyahoga County; and,

WHEREAS, Executive and Council collaboration on the budget process would be facilitated by a regular pattern of financial management of operations and long term planning.

NOW, THEREFORE, BE IT ENACTED BY THE COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO:

SECTION 1. The Cuyahoga County Council hereby amends Chapter 701 of the Cuyahoga County Code by adding Sections 701.08, 701.09 and 701.10 to Chapter

701 to establish guidelines for financial management of operations and a long-term financial plan for Cuyahoga County and shall read as follows:

Chapter 701

Section 701.08: Financial Management Operations

- (A) The General Operating Fund may be used for any County funded activity, including health and human services.
- (B) In order to assist County departments and agencies to make effective resource allocation decisions, the Office of Budget and Management shall make recommendations regarding expenditure options. In making such recommendations, OBM shall consider but not be limited to options that meet one or more of the following priority objectives:
 - (1) Provides services required by law, administrative regulation, court order, or current contractual agreement;
 - (2) Provides services required to ensure public safety and welfare;
 - (3) Supports efficient delivery of essential public services at current or expanded levels;
 - (4) Promotes effective management control of resources;
 - (5) Required to preserve a facility or protect a county asset;
 - (6) Results in cost reductions in the current and/or future years or reduces the need for other costly County services; and
 - (7) Leverages significant funding from sources other than local County funds.
- (C) Departments and agencies are expected to submit requests for additional personnel as part of the biennial budget process or the budget review prior to the second year of the biennium, in order not to create obligations prior to budget review. Personnel levels authorized in the budget for departments and agencies with more than fifty (50) full-time equivalent staff shall be considered an average for the year, provided that the staffing level is not managed so as to carry staffing above the authorized level into a subsequent year.
- (D) OBM shall monitor the County budget on an ongoing basis and submit legislation to Council to authorize any increases or decreases in appropriations, transfers between budget accounts, and cash transfers, except that OBM may, without legislation, make budget transfers that are within both the same index code and object code. OBM shall submit to Council any budget adjustments needed to ensure that all County funds meet requirements set forth in general law regarding positive fund balances, sufficiency of resources, and appropriation authority for expenditures.
- (E) Any increase or decrease in appropriation, transfer between budget accounts, and/or cash transfer initiated by Council outside of the biennial budget or

second year budget update process shall be submitted to OBM by the Clerk of Council prior to introduction.

- (F) The Fiscal Officer shall certify that sufficient funds are available for all expenditures as provided in general law. Such certification shall be made prior to expenditure of funds, except that in exceptional circumstances, certification may be made through the “then and now” process authorized in general law.

Section 701.09: Long-Term Planning and Stabilization

- (A) OBM shall proactively monitor projected revenues and expenses, using a forecasting horizon of five (5) years or longer, and shall promptly report to the County Executive and Council any conditions or trends that threaten the County’s ability to maintain General Fund and Health and Human Services Levy Fund reserves at or above the thresholds provided in Chapters 706 and 707. Except during a sudden financial emergency, such reports may be made as part of the regular financial reporting provided for in Section 701.07.
- (B) The County Executive and Council shall conduct a Reserve Stabilization Planning Process whenever any of the following occur:
 - (1) The reserve percentage reaches twenty-six percent (26%) or less in the General Fund or eleven (11%) or less in the Health and Human Services Levy Fund; or
 - (2) The Executive, OBM, or Council identifies trends reasonably expected to bring the General Fund and/or the Health and Human Services Levy Fund reserves below its reserve threshold with one year; or
 - (3) There is an excess of operating expenses over revenues, net of one-time expenditures, in the General Fund or the Health and Human Services Levy fund of more than three percent (3%) in any fiscal year; or
 - (4) The Executive and Council for any other reason agree to do so.
- (C) When conducting a Reserve Stabilization Planning Process, the County Executive and Council shall, within four (4) months after Subsection (B) of this section is triggered:
 - (1) Prepare a plan for the affected fund(s) to ensure long term structural balance and maintain or restore the reserve percentage at or above its reserve threshold; and
 - (2) Include in the plan a process for ongoing monitoring and revision of the plan, as needed.

Section 701.10: Administrative Financial Rules

Administrative financial rules shall be adopted, amended, rescinded, and administered as provided in Chapter 113 of the County Code. The administrative financial rules

County Council of Cuyahoga County, Ohio

Ordinance No. O2014-0034

Sponsored by: Councilmember Jones	An Ordinance enacting Chapter 703 of the Cuyahoga County Code to establish a procedure for the County to enter into delinquent land contracts with qualified tax payers, and declaring the necessity that this Ordinance become immediately effective.
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WHEREAS, pursuant to division (A) of Section 323.31 of the Ohio Revised Code, a County, through its treasurer, may enter into a written delinquent tax contract with an owner or vendee of real property for the purpose of paying any delinquent or unpaid current taxes, or both, charged against the property at any time prior to an adjudication of foreclosure pursuant to sections 323.25, 323.65 to 323.79, 5721.14, 5721.18, or 5721.37 of the Revised Code or the commencement of collection proceedings pursuant to division (H) of section 4503.06 of the Revised the Ohio Revised Code by the filing of a civil action as provided in that section; and

WHEREAS, pursuant to division (A) of Section 323.31 of the Ohio Revised Code, the delinquent tax contract allows for the payment of any delinquent or unpaid current taxes, or both, in installments over a period not to exceed five years after the date of the first payment made under the contract; and

WHEREAS, neither division (A) of Section 323.31 nor any other Section of the Revised Code prohibits a County from entering into a delinquent tax contract with an owner or vendee of real property after the owner or vendee has defaulted on a prior delinquent tax contract;

WHEREAS, this Council finds that in the wake of the foreclosure crisis and the great recession, it is the best interests of the County to formalize a procedure for entering into delinquent tax contracts with select delinquent taxpayers as provided in this ordinance allowing for more than one chance to fulfill property tax obligations through an installment plan for qualified tax payers; and

WHEREAS, it is necessary that this Ordinance become immediately effective in order that home owners and small businesses struggling to pay their real estate taxes in the current economic climate necessary can enter into a delinquent tax contract and not fear losing their property through a tax foreclosure proceeding.

NOW, THEREFORE, BE IT ENACTED BY THE COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO:

SECTION 1. Chapter 703 of the Cuyahoga County Code shall be enacted to read as follows:

CHAPTER 703: Delinquent Property Tax Collection

Section 703.01: Delinquent Tax Contracts

All delinquent tax contracts entered into by the County shall not be inconsistent with section 323.31 of the Ohio Revised Code. With the authorizations set forth in that section, the County, through the County Treasurer, shall offer to enter into a delinquent tax contract with an owner or vendee of real property to pay any delinquent or unpaid current taxes charged against such real property for a term of no less than three years and no greater than five years if all of the following conditions apply:

- A. the delinquent taxpayer has been the recorded owner or vendee of the real property in question for five or more consecutive years;
- B. the delinquent taxes due on the property have been certified delinquent for five or fewer years; and
- C. the total amount of delinquent taxes on such real property does not exceed seventy-five thousand dollars;
- D. the owner or vendee of the real property in question has not defaulted on three or more delinquent tax contracts on such real property in the past five years.

SECTION 2. It is necessary that this Ordinance become immediately effective for the usual daily operation of the County; the preservation of public peace, health, or safety in the County; and any additional reasons set forth in the preamble. Provided that this Ordinance receives the affirmative vote of at least eight members of Council, it shall take effect and be in force immediately upon the earliest occurrence of any of the following: (1) its approval by the County Executive through signature, (2) the expiration of the time during which it may be disapproved by the County Executive under Section 3.10(6) of the Cuyahoga County Charter, or (3) its passage by at least eight members of Council after disapproval pursuant to Section 3.10(7) of the Cuyahoga County Charter. Otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

SECTION 3. It is found and determined that all formal actions of this Council meeting and relating to the adoption of this Ordinance were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in such formal actions were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

On a motion by _____, seconded by _____, the foregoing Ordinance was duly enacted.

Yeas:

Nays:

County Council President Date

County Executive Date

Clerk of Council Date

First Reading/Referred to Committee: October 28, 2014

Committee(s) Assigned: Finance & Budgeting

Journal _____
_____, 2014

County Council of Cuyahoga County, Ohio

Resolution No. R2014-0253

<p>Sponsored by: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management</p>	<p>A Resolution authorizing the issuance and sale of Cuyahoga County Sales Tax Revenue Bonds, Series 2014 (Lakefront Pedestrian Bridge), in an aggregate principal amount not-to-exceed \$10,000,000.00 for the purpose of acquiring an interest in, and paying or reimbursing a portion of the cost of constructing and maintaining, a pedestrian/bicycle bridge to be located between the northeast corner of Mall C and the downtown lakefront in the vicinity of the Great Lakes Science Center and Rock and Roll Hall of Fame and Museum and spanning railroad tracks owned by Norfolk Southern, CSX and Amtrak, GCRTA Waterfront Line tracks, City-owned property (Amtrak parking lot), Memorial Shoreway (SR2) including the mainline and access ramps, and Erieside Avenue, and for the purpose of paying capitalized interest on the bonds and paying the costs of issuance in connection therewith; authorizing the preparation and use of a preliminary official statement; authorizing the preparation, execution and use of an official statement; approving and authorizing the execution of a trust indenture and a continuing disclosure agreement; authorizing other actions related to the issuance of the bonds; and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, this Council has determined that it is necessary and in the best interest of the County for the County to issue sales tax revenue bonds for the purpose of acquiring an interest in, and paying or reimbursing a portion of the cost of constructing and maintaining, a pedestrian/bicycle bridge to be located between the northeast corner of Mall C and the downtown lakefront in the vicinity of the Great Lakes Science Center and Rock and Roll Hall of Fame and Museum and spanning railroad tracks owned by

Norfolk Southern, CSX and Amtrak, GCRTA Waterfront Line tracks, City-owned property (Amtrak parking lot), Memorial Shoreway (SR2) including the mainline and access ramps, and Erieside Avenue, and for the purpose of paying capitalized interest on the bonds and paying the costs of issuance in connection therewith; and

WHEREAS, this Council has determined that sales tax revenue bonds shall be issued in the principal amount not to exceed \$10,000,000 for the purpose herein stated and that the County should secure such bonds by a trust indenture, as provided herein; and

WHEREAS, pursuant to a resolution adopted July 6, 1987 (the "1987 County Sales Tax Resolution"), the Board of County Commissioners of the County (the "Board"), as the predecessor legislative authority to this Council, authorized the continuing levy and collection of sales and use taxes, authorized under Sections 5739.021 and 5741.021 of the Ohio Revised Code, at the rate of one percent (1%), and pursuant to a resolution adopted July 26, 2007 (the "2007 County Sales Tax Resolution" and, together with the 1987 County Sales Tax Resolution, the "County Sales Tax Resolutions"), the Board authorized an increase in the sales and use taxes to a rate of one and one-quarter percent (1-1/4%) (the "County Sales Tax"), each for the purpose of providing additional general revenues for the County; and

WHEREAS, this Council has determined to issue sales tax revenue bonds supported by the County Sales Tax for the Project (as defined below) described in Section 1; and

WHEREAS, this Council hereby finds and determines that all formal actions relative to the adoption of this Resolution were taken in an open meeting of this Council, and that all the deliberations of this Council, and of its committees, if any, which resulted in formal actions, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Ohio Revised Code; and

WHEREAS, the Fiscal Officer of this County has certified that the estimated life of the project described in Section 1 hereof is at least five (5) years, and that the estimated maximum maturity of the bonds described in Section 1 is at least twenty (20) years; and

WHEREAS, the Fiscal Officer of this County has further certified to this Council that the maximum aggregate amount of sales tax revenue bonds, including the Bonds, that will be outstanding at any time will not exceed an amount which requires or is estimated by him, as Fiscal Officer, to require payments from sales tax receipts of debt charges on the sales tax revenue bonds, including the Bonds, in any calendar year in an amount exceeding \$232,047,000, which is the average of the amount received by the County for 2012 and 2013; and

WHEREAS, it is necessary that this Resolution become immediately effective in order that the public peace, health or safety of the County be preserved.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO, THAT:

1. Authorized Principal Amount of Bonds and Purpose. It is necessary to issue sales tax revenue bonds of this County in an aggregate principal amount not to exceed \$10,000,000 (the "Bonds") for the purpose of acquiring an interest in, and paying or reimbursing a portion of the cost of constructing and maintaining, a pedestrian/bicycle bridge to be located between the northeast corner of Mall C and the downtown lakefront in the vicinity of the Great Lakes Science Center and Rock and Roll Hall of Fame and Museum and spanning railroad tracks owned by Norfolk Southern, CSX and Amtrak, GCRTA Waterfront Line tracks, City-owned property (Amtrak parking lot), Memorial Shoreway (SR2) including the mainline and access ramps, and Erieside Avenue (the "Project"), and for the purpose of paying capitalized interest on the Bonds and paying the costs of issuance in connection therewith.

2. Bond Terms. The Bonds shall be issued, unless a supplemental indenture shall have been executed and delivered, pursuant to the Indenture (as hereinafter defined). The Bonds may be issued in one or more series, and shall be numbered in such manner as to distinguish each Bond from any other Bond of the same series. The Bonds shall be issued in denominations of \$5,000 or multiples of \$5,000 in excess thereof, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. The Bonds shall be dated as determined by the Fiscal Officer, with the true interest cost on the Bonds not to exceed five percent (5%) per year (computed on the basis of a 360-day year consisting of twelve 30-day months), payable on such semiannual dates or annual dates as determined by the Fiscal Officer in the Certificate of Award (as hereinafter defined) until the principal amount is paid, commencing on the initial Interest Payment Date determined by the Fiscal Officer in the Certificate of Award (which initial Interest Payment Date shall not be later than one year from the issuance date of the Bonds), and shall mature on such semiannual dates or annual dates as determined by the Fiscal Officer in the Certificate of Award, provided that the final maturity shall not be later than December 31, 2034, in accordance with Section 133.21 of the Ohio Revised Code and as set forth in the Certificate of Award and the Indenture.

3. Redemption Provisions. The Bonds shall mature serially and annually on such dates and in such principal amounts as are fixed by the Fiscal Officer in the certificate signed in accordance with Section 6 of this Resolution (the "Certificate of Award") and the Indenture, provided that the Bonds stated to mature in any year may be issued as term bonds (the "Term Bonds") payable pursuant to Mandatory Sinking Fund Redemption Requirements as hereinafter defined and further described below and as provided for in the Indenture. The Fiscal Officer, in fixing such year and such amounts, shall be consistent in the aggregate with the separate periodic maturities and principal payments determined in accordance with maximum maturities certified to this Council by the Fiscal Officer for the purpose specified in Section 1 hereof and the requirements of Section 133.21, Ohio Revised Code. The Fiscal Officer shall determine in the Certificate of Award whether any of the Bonds shall be issued as Term Bonds and any dates (the "Mandatory Redemption Dates") on which the principal amount stated above shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements rather than at stated maturity (the "Mandatory Sinking Fund Redemption Requirements").

The Bonds shall be subject to redemption prior to stated maturity as follows:

(a) Mandatory Sinking Fund Redemption. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory sinking fund redemption and be redeemed pursuant to Mandatory Sinking Fund Redemption Requirements, at a redemption price of 100% of the principal amount redeemed, plus interest accrued to the redemption date, on the Mandatory Redemption Dates.

(b) Optional Redemption. The Bonds shall be subject to redemption prior to maturity by or at the option of the County, at par, in whole or in part on any date on the dates, in the years and for the prices specified in the Certificate of Award, provided, however, that the Fiscal Officer may determine in the Certificate of Award that it is in the best interest of the County that the Bonds not be subject to redemption prior to maturity. If the Bonds are subject to redemption, the maximum redemption price shall be no greater than 100% of the principal amount redeemed, plus accrued interest to the redemption date.

4. Execution of Bonds. The Bonds shall be designated "*Cuyahoga County Sales Tax Revenue Bonds, Series 2014 (Lakefront Pedestrian Bridge)*". Pursuant to Section 133.30(B), Ohio Revised Code, the Bonds may be combined with other bonds into a single consolidated issue of bonds for purpose of their sale as a single issue, to be designated "*Cuyahoga County, Ohio, Various Purpose Sales Tax Revenue Bonds, Series 2014.*" The Bonds shall contain a summary statement of the purposes for which they are issued; shall state that they are issued pursuant to this Resolution; shall be executed by the County Executive, in the name of the County and in his official capacity, provided that such signature may be a facsimile; shall be issued only in fully registered form; and shall be registered as to both principal and interest at the corporate trust office of the Trustee. The Bonds shall be issued in the denominations and numbers as requested by the Original Purchaser (as hereinafter defined) and approved by the Fiscal Officer, and shall be numbered as determined by the Fiscal Officer. The principal of the Bonds shall be payable at maturity of the Bonds upon presentation and surrender to the Trustee. Interest on any Bond shall be paid on each Interest Payment Date (the "Interest Payment Date") by check or draft mailed to the person in whose name that Bond is registered (the "Bondholder") on the registration books of the County maintained by the Trustee and at the address appearing thereon at the close of business of the fifteenth (15th) day of the calendar month next preceding the Interest Payment Date (the "Regular Record Date"). Any interest not timely paid (the "Defaulted Interest") shall cease to be payable to the person who is the Holder as of the Regular Record Date and shall be payable to the person who is the Holder at the close of business on a special record date for the payment of such defaulted interest. Such Special Record Date (the "Special Record Date") shall be fixed by the County whenever moneys become available for payment of the Defaulted Interest. The principal and interest on the Bonds is payable in lawful money of the United States of America without deduction for the services of the Trustee.

No Bond shall be valid or become obligatory for any purpose unless and until an authentication certificate appearing on the Bond shall have been duly endorsed by the Trustee.

Any Bond, upon surrender thereof at the principal corporate trust office of the Trustee, together with an assignment duly executed by the Holder or his duly authorized attorney in such form as shall be satisfactory to the Trustee, at the option of the Holder thereof, may be exchanged for Bonds of any authorized denomination or denominations in an aggregate principal amount not exceeding the principal amount of the Bond so exchanged, and bearing interest at the same rate and maturing on the same date.

5. Book-Entry System. The entire principal amount may be represented by a single bond and may be issued as fully registered securities and in book entry or other uncertificated form in accordance with Section 9.96, Chapter 133 of the Ohio Revised Code, and the Indenture if it is determined by the Fiscal Officer that issuance of fully registered securities in that form will facilitate the sale and delivery of the Bonds. The Bonds shall not have coupons attached, shall be numbered as determined by the Fiscal Officer and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution. As used in this Section and this Resolution:

“Book entry form” or “book entry system” means a form or system under which (i) the ownership of beneficial interests in the Bonds and the principal of, and interest on, the Bonds may be transferred only through a book entry, and (ii) a single physical Bond certificate is issued by the County and payable only to a Depository or its nominee, with such Bonds “immobilized” in the custody of the Depository or its agent for that purpose. The book entry maintained by others than the County is the record that identifies the owners of beneficial interests in the Bonds and that principal and interest.

“Depository” means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of beneficial interests in the Bonds or the principal of, and interest on, the Bonds and to effect transfers of the Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“Participant” means any participant contracting with a Depository under a book entry system and includes security brokers and dealers, banks and trust companies, and clearing corporations.

The Fiscal Officer is also hereby authorized and directed, to the extent necessary or required, to enter into any agreements determined necessary in connection with the book entry system for the Bonds, after determining that the signing thereof will not endanger the funds or securities of the County.

6. Award and Sale of the Bonds. The Bonds shall be sold to KeyBanc Capital Markets, Inc., Wells Fargo & Company and Loop Capital Markets (collectively, the “Original Purchaser”) at a purchase price and bearing interest at a rate or rates determined by the County Executive or the Fiscal Officer to be in the best interest of the County and as designated by the County Executive or the Fiscal Officer in the Certificate of Award in accordance with law, the provisions of this Resolution, and the

Indenture. The Fiscal Officer shall sign the Certificate of Award referred to in Section 2 evidencing that sale to the Original Purchaser, with the final purchase price, interest rate or rates, aggregate principal amount, and principal amounts payable at stated maturity being set forth in the Certificate of Award and the Indenture, at a purchase price not less than 97% of par plus accrued interest to their date of delivery. The Fiscal Officer shall cause the Bonds to be prepared, and have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds if requested by the Original Purchaser, to the Original Purchaser upon payment of the purchase price. The Fiscal Officer, the County Executive, the County Director of Law, the Clerk of this Council and other County officials, as appropriate, are each authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

If, in the judgment of the Fiscal Officer, the filing of an application for a rating on the Bonds by one or more nationally-recognized rating agencies is in the best interest of and financially advantageous to the County, the Fiscal Officer is authorized to prepare and submit those applications, to provide to each such agency such information as may be required for the purpose, and to provide further for the payment of the cost of obtaining each such rating from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

7. Application of Bond Proceeds. The proceeds of sale of the Bonds shall be allocated and deposited as provided in the Indenture.

8. Appointment of Bond Trustee. This Council hereby appoints The Huntington National Bank to act as the trustee (such trustee, or a successor trustee pursuant to the applicable provisions of the Indenture, the “Trustee”) for the Bonds. The County Executive is hereby authorized to sign, in the name and on behalf of the County, a Trust Indenture between the County and the Trustee (the “Indenture”) securing the Bonds. The Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Indenture from the proceeds of the Bonds to the extent available and then from other moneys lawfully available and appropriated or to be appropriated for that purpose.

9. Bonds are Special Obligations and Provisions for Levy and Collection of County Sales Tax. The Bonds are special obligations of the County, and the principal of and interest (and any premium) on the Bonds are payable solely from the Pledged Revenues and the Pledged Funds, together with other available funds of the County, and such payment is secured by a pledge of and a lien on the Pledged Revenues and the Pledged Funds as provided by the Act and this Resolution.

As used herein, the following terms shall be defined as follows:

“*Act*” means Chapter 133, Ohio Revised Code, as enacted and amended from time to time.

“*County Executive*” means the County Executive of the County; provided, for purposes of the signing of documents, certificates and other instruments other than the Bonds and the Official Statement, County Executive includes the County Executive’s Chief of Staff as the County Executive’s designee pursuant to Executive Order No. 02011-0002 and any other person duly designated by the County Executive.

“*County Sales Tax Bond Fund*” means the County Sales Tax Bond Fund created by the Indenture.

“*County Sales Tax Receipts*” means the monies received by the County from the County Sales Tax.

“*County Sales Tax Revenue Fund*” means the County Sales Tax Revenue Fund created by the Indenture.

“*Fiscal Officer*” means the Fiscal Officer of the County, including an interim or acting Fiscal Officer.

“*Pledged Funds*” means the County Sales Tax Bond Fund and any other funds established under the Indenture and pledged as security for the Bonds.

“*Pledged Revenues*” means, collectively, (a) the County Sales Tax Receipts and (b) all monies in the Pledged Funds and all income and profit from the investment of those monies.

The County has heretofore levied and covenants that it shall continue to collect the County Sales Taxes for so long as the Bonds are outstanding. The County hereby covenants and agrees that, so long as the Bonds are outstanding, it shall not suffer the repeal, amendment or any other change in this Resolution, or the County Sales Tax Resolutions, that in any way materially and adversely affects or impairs (a) the sufficiency of the County Sales Tax Receipts levied and collected or otherwise available for the payment of the Bonds or (b) the pledge or the application of the County Sales Tax Receipts to the payment of the Bonds.

The Bonds do not constitute a general obligation debt, or a pledge of the full faith and credit, of the State, the County, or any other political subdivision of the State, and the holders or owners of the Bonds have no right to have taxes levied by the general assembly or property taxes levied by the taxing authority of any political subdivision of the State, including the taxing authority of the County, for the payment of principal of and interest (and any premium) on the Bonds. Nothing herein shall be construed as requiring the County to use or apply to the payment of principal of and interest (and any premium) on the Bonds any funds or revenues from any source other than County Sales Tax Receipts. Nothing herein, however, shall be deemed to prohibit the County, of its own volition, from using, to the extent that it is authorized by law to do so, any other resources for the fulfillment of any of the terms, conditions or obligations of this Resolution or of the Bonds.

10. Creation of County Sales Tax Revenue Fund and County Sales Tax Bond Fund and Application of County Sales Tax Receipts. The County Sales Tax Revenue

Fund and the County Sales Tax Bond Fund shall be created in the Indenture and shall be maintained by the Fiscal Officer in the custody of the Trustee. The Fiscal Officer is hereby authorized to maintain, or permit the maintenance of, such separate accounts in those Funds, and such separate subaccounts in any account, as is determined to be in the best interest of the County. Any monies on deposit in the County Sales Tax Bond Fund shall be invested to the extent permitted by law.

The County hereby covenants, subject and pursuant to the Constitution and laws of the State of Ohio, to appropriate and pay or cause to be paid from the County Sales Tax Receipts into the County Sales Tax Revenue Fund on the dates and in the amounts specified in the Indenture in order to pay the interest and principal due and payable on all outstanding Bonds on the next Interest Payment Date and Principal Payment Date. The County Executive is hereby authorized and directed to enter into such agreements with the State of Ohio as may be necessary or appropriate to effectuate such direct payment of County Sales Tax Receipts to the Trustee. For that purpose, in each year while the Bonds are outstanding, this Council will appropriate County Sales Tax Receipts required to pay the principal of and interest (and any premium) on the Bonds in that year. Further, this Council will give effect to such appropriations in all resolutions it passes thereafter in that year appropriating money for expenditure and encumbrance and limit the other appropriations of County Sales Tax Receipts in that year to the amount available after deducting the amount required to pay the principal of and interest (and any premium) on the Bonds in that year.

Any portion of the County Sales Tax Receipts not otherwise required to be deposited into the County Sales Tax Bond Fund in accordance with this Section shall be used to meet other obligations of the County to be discharged from the County Sales Tax Receipts at the direction of the County.

11. Federal Tax Considerations. The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds, arbitrage bonds or hedge bonds under Sections 141, 148 or 149 of the Internal Revenue Code of 1986, as amended (the “Code”) or (ii) be treated other than as bonds to which Section 103(a) of the Code applies, and (b) the interest on the Bonds will not be treated as an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and remain excluded from gross income for federal income tax purposes, (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports and (v) refrain from certain uses of those proceeds, and, as applicable of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Executive, the Fiscal Officer or any other officer of the County having responsibility for issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval, or waiver on behalf of the County with respect to the Bonds as the County is permitted to or required to make or give under the federal income tax laws, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on and the tax status of the Bonds.

12. Disclosure Document. The County Executive is hereby authorized to prepare, execute and deliver to the Original Purchaser of the Bonds a preliminary and final Official Statement or any other appropriate disclosure document of the County in connection with the sale and delivery of the Bonds.

13. Continuing Disclosure. The County Executive or the Fiscal Officer is authorized and directed to execute a continuing disclosure agreement (the “Disclosure Agreement”) setting forth the County’s undertaking to provide annual reports and notices of certain events dated the date of delivery of the Bonds and delivered to the Original Purchaser of the Bonds for the benefit of the Bondholders and to assist the Original Purchaser in complying with S.E.C. Rule 15c2-12(b)(5). The County hereby covenants and agrees that it will comply with and carry out all of the provisions of the Disclosure Agreement. Failure of the County to comply with the Disclosure Agreement shall not be considered an event of default; however, any Bondholder may take such actions as may be necessary and appropriate to cause the County to comply with its obligations under this Section.

14. Certification and Delivery of Resolution. The Clerk of this Council is directed to deliver or cause to be delivered a certified copy of this Resolution to the Fiscal Officer.

15. Satisfaction of Conditions for Bond Issuance. This Council determines that all acts and conditions necessary to be done or performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law.

16. Captions and Headings. The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Resolution unless otherwise indicated.

17. Effective Date. It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health or safety of the County; and any additional reasons set forth in the preamble. Provided that this Resolution receive the affirmative vote of at least eight members of the Council, it shall take effect and be in force immediately upon the earliest to occur of any of the following: (1) its approval by the County Executive through signature, (2) the expiration of the time during which it may be disapproved by the County Executive under Section 3.10(6) of the Cuyahoga County Charter, (3) its passage by at least eight members of Council after disapproval pursuant to Section 3.10(7) of the Cuyahoga County Charter. Otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

18. Compliance with Open Meeting Requirements. This Council finds and determines that all formal actions of this Council concerning and relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in those formal actions were held, in meetings open to the public in compliance with the law, including Section 121.22 of the Ohio Revised Code.

On a motion by _____, seconded by _____, the foregoing Resolution was duly adopted.

Yeas:

Nays:

County Council President

Date

County Executive

Date

Clerk of Council

Date

First Reading/Referred to Committee: October 28, 2014

Committee(s) Assigned: Finance & Budgeting

Journal _____
_____, 20__

County Council of Cuyahoga County, Ohio

Resolution No. R2014-0254

Sponsored by: **County Executive
FitzGerald/Fiscal Officer/Office
of Budget & Management**

A Resolution authorizing the issuance and sale of sales tax revenue bonds of the County of Cuyahoga, Ohio, in a principal amount not-to-exceed \$35,800,000.00 for the purpose of refunding all or a portion of the County's Sewer District Improvement Bonds, Series 2000, and advance refunding all or a portion of the County's Sewer District Improvement Bonds, Series 2005, and Various Purpose General Obligation (Limited Tax) Bonds, Series 2009A (Tax-Exempt); authorizing the preparation and use of a preliminary official statement; authorizing the preparation, execution and use of an official statement; approving and authorizing the execution of a trust indenture, one or more escrow agreements, and a continuing disclosure agreement; authorizing other actions related to the issuance of the bonds; and declaring the necessity that this Resolution become immediately effective.

WHEREAS, this County previously issued its \$1,040,000 Sewer District Improvement Bonds, Series 2000, dated September 1, 2000 (the "Series 2000 Bonds"), issued in anticipation of the collection of special assessments theretofore levied to pay the cost of constructing Cuyahoga County Sewer District No. 5, North Portion, Sanitary Sewer Improvement No. 543A, Sections 3, 4, and 5, and to provide service in Cuyahoga County Sewer District No. 5; and

WHEREAS, this County previously issued its \$4,445,000 Sewer District Improvement Bonds, Series 2005, dated September 1, 2005 (the "Series 2005 Bonds"), issued in anticipation of special assessments theretofore levied to pay the property owners' portion of the cost of constructing (i) Cuyahoga Improvement No. 1459, a water line in Schady Road and Stearns Road, in County Sewer District No. 14 in Olmsted Township and (ii) County Improvement No. 1401, a sanitary sewer in Schady Road, in County Sewer

District No. 14 in Olmsted Township; and

WHEREAS, this County previously issued its \$77,130,000 Various Purpose General Obligation (Limited Tax) Bonds, Series 2009A (Tax-Exempt), dated December 22, 2009 (the “Series 2009A Bonds”); and collectively with the Series 2000 Bonds and the Series 2005 Bonds, (the “Refunded Bonds”) issued (i) to retire at maturity outstanding notes issued on December 23, 2008, in anticipation of bonds, issued for the following purposes in the following original amounts; (a) County buildings (\$39,000,000), (b) County jail, correctional and juvenile detention facilities (\$17,400,000); (c) telecommunications network and related equipment (\$6,400,000) and (d) certain improvements and equipping, furnishing and other improvements (\$7,200,000); and (ii) to pay costs of acquiring, constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving buildings, facilities and structures for County offices and functions; and acquiring, improving and equipping sites for such buildings, facilities and structures (\$60,000,000); (iii) to pay costs of acquiring, constructing, adding to, remodeling, renovating, rehabilitation, furnishing equipping and otherwise improving the County jail, correctional and juvenile detention facilities; (\$40,000,000); (iv) to pay costs of acquiring and installing telecommunications network and related equipment for various County offices and functions (\$5,000,000), and (v) to pay costs of installing certain improvements and equipping, furnishing and other related improvements for various County offices and functions (\$4,000,000); and costs of issuance of the Series 2009A Bonds; and

WHEREAS, this Council has determined that it is necessary and in the best interest of the County, in order to achieve debt service savings, for the County to issue sales tax revenue bonds to refund or advance refund all or a portion of the Refunded Bonds that are currently outstanding and to pay costs of issuance in connection therewith; and

WHEREAS, this Council has determined that sales tax revenue bonds shall be issued in the principal amount not to exceed \$35,800,000 for the purposes herein stated and that the County should secure such bonds by a trust indenture, as provided herein; and

WHEREAS, pursuant to a resolution adopted July 6, 1987 (the “1987 County Sales Tax Resolution”), the Board of County Commissioners of the County (the “Board”), as the predecessor legislative authority to this Council, authorized the continuing levy and collection of sales and use taxes, authorized under Sections 5739.021 and 5741.021 of the Ohio Revised Code, at the rate of one percent (1%), and pursuant to a resolution adopted July 26, 2007 (the “2007 County Sales Tax Resolution” and, together with the 1987 County Sales Tax Resolution, the “County Sales Tax Resolutions”), the Board authorized an increase in the sales and use taxes to a rate of one and one-quarter percent (1-1/4%) (the “County Sales Tax”), each for the purpose of providing additional general revenues for the County; and

WHEREAS, this Council has determined to issue sales tax revenue bonds supported by the County Sales Tax for the purposes described in Section 1; and

WHEREAS, this Council hereby finds and determines that all formal actions relative to the adoption of this Resolution were taken in an open meeting of this Council, and that all the deliberations of this Council, and of its committees, if any, which resulted in formal actions, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Ohio Revised Code; and

WHEREAS, the Fiscal Officer of this County has previously certified to this Council that the estimated life of each of the projects financed with the Refunded Bonds was, at the time of issuance of the original securities issued for the projects, at least five (5) years, and has further certified to this Council that the estimated maximum maturity of the bonds described in Section 1 is at least twenty-five (25) years; and

WHEREAS, the Fiscal Officer of this County has further certified to this Council that the maximum aggregate amount of sales tax revenue bonds, including the Bonds, that will be outstanding at any time will not exceed an amount which requires or is estimated by him, as Fiscal Officer, to require payments from sales tax receipts of debt charges on the sales tax revenue bonds, including the Bonds, in any calendar year in an amount exceeding \$232,047,000, which is the average of the amount received by the County for 2012 and 2013; and

WHEREAS, it is necessary that this Resolution become immediately effective in order that debt service savings for the County be achieved.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO:

1. Authorized Principal Amount of Bonds and Purpose. It is necessary to issue sales tax revenue bonds of this County in an aggregate principal amount not to exceed \$35,800,000 (the "Bonds") for the purpose of refunding or advance refunding all or a portion of the Refunded Bonds that are currently outstanding and for the purpose of paying the costs of issuance in connection therewith.

2. Bond Terms. The Bonds shall be issued, unless a supplemental indenture shall have been executed and delivered, pursuant to the Indenture (as hereinafter defined). The Bonds may be issued in one or more series, and shall be numbered in such manner as to distinguish each Bond from any other Bond of the same series. The Bonds shall be issued in denominations of \$5,000 or multiples of \$5,000 in excess thereof, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. The Bonds shall be dated as determined by the Fiscal Officer, with the true interest cost on the

Bonds not to exceed five percent (5%) per year (computed on the basis of a 360-day year consisting of twelve 30-day months), payable on such semiannual dates or annual dates as determined by the Fiscal Officer in the Certificate of Award (as hereinafter defined) until the principal amount is paid, commencing on the initial Interest Payment Date determined by the Fiscal Officer in the Certificate of Award (which initial Interest Payment Date shall not be later than one year from the issuance date of the Bonds), and shall mature on such semiannual dates or annual dates as determined by the Fiscal Officer in the Certificate of Award, provided that the final maturity shall not be later than December 31, 2039, in accordance with Section 133.21 of the Ohio Revised Code and as set forth in the Certificate of Award and the Indenture.

3. Redemption Provisions. The Bonds shall mature serially and annually on such dates and in such principal amounts as are fixed by the Fiscal Officer in the certificate signed in accordance with Section 6 of this Resolution (the "Certificate of Award") and the Indenture, provided that the Bonds stated to mature in any year may be issued as term bonds (the "Term Bonds") payable pursuant to Mandatory Sinking Fund Redemption Requirements as hereinafter defined and further described below and as provided for in the Indenture. The Fiscal Officer, in fixing such year and such amounts, shall be consistent in the aggregate with the separate periodic maturities and principal payments determined in accordance with maximum maturities certified to this Council by the Fiscal Officer for the purposes specified in Section 1 hereof and the requirements of Section 133.21, Ohio Revised Code. The Fiscal Officer shall determine in the Certificate of Award whether any of the Bonds shall be issued as Term Bonds and any dates (the "Mandatory Redemption Dates") on which the principal amount stated above shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements rather than at stated maturity (the "Mandatory Sinking Fund Redemption Requirements").

The Bonds shall be subject to redemption prior to stated maturity as follows:

(a) Mandatory Sinking Fund Redemption. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory sinking fund redemption and be redeemed pursuant to Mandatory Sinking Fund Redemption Requirements, at a redemption price of 100% of the principal amount redeemed, plus interest accrued to the redemption date, on the Mandatory Redemption Dates.

(b) Optional Redemption. The Bonds shall be subject to redemption prior to maturity by or at the option of the County, at par, in whole or in part on any date on the dates, in the years and for the prices specified in the Certificate of Award, provided, however, that the Fiscal Officer may determine in the Certificate of Award that it is in the best interest of the County that the Bonds not be subject to redemption prior to maturity. If the Bonds are subject to

redemption, the maximum redemption price shall be no greater than 100% of the principal amount redeemed, plus accrued interest to the redemption date.

4. Execution of Bonds. The Bonds shall be designated “*Cuyahoga County, Ohio, Various Purpose Refunding Sales Tax Revenue Bonds, Series 2014.*” Pursuant to Section 133.30(B), Ohio Revised Code, the Bonds may be combined with other bonds into a single consolidated issue of bonds for purposes of their sale as a single issue, to be designated “*Cuyahoga County, Ohio, Various Purpose Sales Tax Revenue Bonds, Series 2014.*” The Bonds shall contain a summary statement of the purposes for which they are issued; shall state that they are issued pursuant to this Resolution; shall be executed by the County Executive, in the name of the County and in his official capacity, provided that such signature may be a facsimile; shall be issued only in fully registered form; and shall be registered as to both principal and interest at the corporate trust office of the Trustee. The Bonds shall be issued in the denominations and numbers as requested by the Original Purchaser (as hereinafter defined) and approved by the Fiscal Officer, and shall be numbered as determined by the Fiscal Officer. The principal of the Bonds shall be payable at maturity of the Bonds upon presentation and surrender to the Trustee. Interest on any Bond shall be paid on each Interest Payment Date (the “Interest Payment Date”) by check or draft mailed to the person in whose name that Bond is registered (the “Bondholder”) on the registration books of the County maintained by the Trustee and at the address appearing thereon at the close of business of the fifteenth (15th) day of the calendar month next preceding the Interest Payment Date (the “Regular Record Date”). Any interest not timely paid (the “Defaulted Interest”) shall cease to be payable to the person who is the Holder as of the Regular Record Date and shall be payable to the person who is the Holder at the close of business on a special record date for the payment of such defaulted interest. Such Special Record Date (the “Special Record Date”) shall be fixed by the County whenever moneys become available for payment of the Defaulted Interest. The principal and interest on the Bonds is payable in lawful money of the United States of America without deduction for the services of the Trustee.

No Bond shall be valid or become obligatory for any purpose unless and until an authentication certificate appearing on the Bond shall have been duly endorsed by the Trustee.

Any Bond, upon surrender thereof at the principal corporate trust office of the Trustee, together with an assignment duly executed by the Holder or his duly authorized attorney in such form as shall be satisfactory to the Trustee, at the option of the Holder thereof, may be exchanged for Bonds of any authorized denomination or denominations in an aggregate principal amount not exceeding the principal amount of the Bond so exchanged, and bearing interest at the same rate and maturing on the same date.

5. Book-Entry System. The entire principal amount may be represented by a single bond and may be issued as fully registered securities and in book

entry or other uncertificated form in accordance with Section 9.96, Chapter 133 of the Ohio Revised Code, and the Indenture if it is determined by the Fiscal Officer that issuance of fully registered securities in that form will facilitate the sale and delivery of the Bonds. The Bonds shall not have coupons attached, shall be numbered as determined by the Fiscal Officer and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution. As used in this Section and this Resolution:

“Book entry form” or “book entry system” means a form or system under which (i) the ownership of beneficial interests in the Bonds and the principal of, and interest on, the Bonds may be transferred only through a book entry, and (ii) a single physical Bond certificate is issued by the County and payable only to a Depository or its nominee, with such Bonds “immobilized” in the custody of the Depository or its agent for that purpose. The book entry maintained by others than the County is the record that identifies the owners of beneficial interests in the Bonds and that principal and interest.

“Depository” means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of beneficial interests in the Bonds or the principal of, and interest on, the Bonds and to effect transfers of the Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“Participant” means any participant contracting with a Depository under a book entry system and includes security brokers and dealers, banks and trust companies, and clearing corporations.

The Fiscal Officer is also hereby authorized and directed, to the extent necessary or required, to enter into any agreements determined necessary in connection with the book entry system for the Bonds, after determining that the signing thereof will not endanger the funds or securities of the County.

6. Award and Sale of the Bonds. The Bonds shall be sold to KeyBanc Capital Markets, Inc., Wells Fargo & Company and Loop Capital Markets (collectively, the “Original Purchaser”) at a purchase price and bearing interest at a rate or rates determined by the County Executive or the Fiscal Officer to be in the best interest of the County and as designated by the County Executive or the Fiscal Officer in the Certificate of Award in accordance with law, the provisions of this Resolution, and the Indenture. The Fiscal Officer shall sign the Certificate of Award referred to in Section 2 evidencing that sale to the Original Purchaser, with the final purchase price, interest rate or rates, aggregate principal amount, and principal amounts payable at stated maturity being set forth in the Certificate of Award and the Indenture, at a purchase price not less than 97% of par plus accrued interest to their date of delivery. The Fiscal Officer shall cause the Bonds to be prepared, and have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds if

requested by the Original Purchaser, to the Original Purchaser upon payment of the purchase price. The Fiscal Officer, the County Executive, the County Director of Law, the Clerk of this Council and other County officials, as appropriate, are each authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

If, in the judgment of the Fiscal Officer, the filing of an application for a rating on the Bonds by one or more nationally-recognized rating agencies is in the best interest of and financially advantageous to the County, the Fiscal Officer is authorized to prepare and submit those applications, to provide to each such agency such information as may be required for the purpose, and to provide further for the payment of the cost of obtaining each such rating from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

7. Application of Bond Proceeds. The proceeds of sale of the Bonds shall be allocated and deposited as provided in the Indenture.

8. Appointment of Bond Trustee. This Council hereby appoints The Huntington National Bank to act as the trustee (such trustee, or a successor trustee pursuant to the applicable provisions of the Indenture, the "Trustee") for the Bonds. The County Executive is hereby authorized to sign, in the name and on behalf of the County, a Trust Indenture between the County and the Trustee (the "Indenture") securing the Bonds. The Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Indenture from the proceeds of the Bonds to the extent available and then from other moneys lawfully available and appropriated or to be appropriated for that purpose.

9. Escrow Fund. If the refunding of any series of the Refunded Bonds is an advance refunding and as required by law, the proceeds from the sale of the Bonds, except the accrued interest thereon, pursuant to Section 133.34, Ohio Revised Code, shall be deposited in a separate fund for each applicable series of the Refunded Bonds, designated the "Escrow Fund" (individually, the "Escrow Fund") and collectively, the "Escrow Funds") to be held by a bank or trust company selected by the Fiscal Officer (individually, the "Refunded Bonds Escrow Agent" and collectively, the "Refunded Bonds Escrow Agents") and upon deposit to the Escrow Fund, shall be deemed hereby to be pledged and will be applied solely to the payment of redemption premium, if any, and debt service on the applicable series of the Refunded Bonds as and when due by scheduled maturity or redemption prior thereto, as further provided in an Escrow Agreement to be entered into between the County and the Refunded Bonds Escrow Agent. The County Executive and the Fiscal Officer, or either one of them, are hereby authorized and directed to enter into the Escrow Agreement(s), as well as any other written documents and agreements as are necessary in their

judgment to facilitate the transactions authorized in this Resolution on behalf of the County. The Fiscal Officer is also authorized to retain, on behalf of the County, the services of an independent public accounting firm to perform the verification, required by Section 133.34(D), Ohio Revised Code, of the sufficiency of amounts in the Escrow Fund(s) to cause the Refunded Bonds to be deemed paid and discharged.

10. Bonds are Special Obligations and Provisions for Levy and Collection of County Sales Tax. The Bonds are special obligations of the County, and the principal of and interest (and any premium) on the Bonds are payable solely from the Pledged Revenues and the Pledged Funds, together with other available funds of the County, and such payment is secured by a pledge of and a lien on the Pledged Revenues and the Pledged Funds as provided by the Act and this Resolution.

As used herein, the following terms shall be defined as follows:

“*Act*” means Chapter 133, Ohio Revised Code, as enacted and amended from time to time.

“*County Executive*” means the County Executive of the County; provided, for purposes of the signing of documents, certificates and other instruments other than the Bonds and the Official Statement, County Executive includes the County Executive’s Chief of Staff as the County Executive’s designee pursuant to Executive Order No. 02011-0002 and any other person duly designated by the County Executive.

“*County Sales Tax Bond Fund*” means the County Sales Tax Bond Fund created by the Indenture.

“*County Sales Tax Receipts*” means the monies received by the County from the County Sales Tax.

“*County Sales Tax Revenue Fund*” means the County Sales Tax Revenue Fund created by the Indenture.

“*Fiscal Officer*” means the Fiscal Officer of the County, including an interim or acting Fiscal Officer.

“*Pledged Funds*” means the County Sales Tax Bond Fund and any other funds established under the Indenture and pledged as security for the Bonds.

“*Pledged Revenues*” means, collectively, (a) the County Sales Tax Receipts and (b) all monies in the Pledged Funds and all income and profit from the investment of those monies.

The County has heretofore levied and covenants that it shall continue to

collect the County Sales Taxes for so long as the Bonds are outstanding. The County hereby covenants and agrees that, so long as the Bonds are outstanding, it shall not suffer the repeal, amendment or any other change in this Resolution, or the County Sales Tax Resolutions, that in any way materially and adversely affects or impairs (a) the sufficiency of the County Sales Tax Receipts levied and collected or otherwise available for the payment of the Bonds or (b) the pledge or the application of the County Sales Tax Receipts to the payment of the Bonds.

The Bonds do not constitute a general obligation debt, or a pledge of the full faith and credit, of the State, the County, or any other political subdivision of the State, and the holders or owners of the Bonds have no right to have taxes levied by the general assembly or property taxes levied by the taxing authority of any political subdivision of the State, including the taxing authority of the County, for the payment of principal of and interest (and any premium) on the Bonds. Nothing herein shall be construed as requiring the County to use or apply to the payment of principal of and interest (and any premium) on the Bonds any funds or revenues from any source other than County Sales Tax Receipts. Nothing herein, however, shall be deemed to prohibit the County, of its own volition, from using, to the extent that it is authorized by law to do so, any other resources for the fulfillment of any of the terms, conditions or obligations of this Resolution or of the Bonds.

11. Creation of County Sales Tax Revenue Fund and County Sales Tax Bond Fund and Application of County Sales Tax Receipts. The County Sales Tax Revenue Fund and the County Sales Tax Bond Fund shall be created in the Indenture and shall be maintained by the Fiscal Officer in the custody of the Trustee. The Fiscal Officer is hereby authorized to maintain, or permit the maintenance of, such separate accounts in those Funds, and such separate subaccounts in any account, as is determined to be in the best interest of the County. Any monies on deposit in the County Sales Tax Bond Fund shall be invested to the extent permitted by law.

The County hereby covenants, subject and pursuant to the Constitution and laws of the State of Ohio, to appropriate and pay or cause to be paid from the County Sales Tax Receipts into the County Sales Tax Revenue Fund on the dates and in the amounts specified in the Indenture in order to pay the interest and principal due and payable on all outstanding Bonds on the next Interest Payment Date and Principal Payment Date. The County Executive is hereby authorized and directed to enter into such agreements with the State of Ohio as may be necessary or appropriate to effectuate direct payment of County Sales Tax Receipts to the Trustee. For that purpose, in each year while the Bonds are outstanding, this Council will appropriate County Sales Tax Receipts required to pay the principal of and interest (and any premium) on the Bonds in that year. Further, this Council will give effect to such appropriations in all resolutions it passes thereafter in that year appropriating money for expenditure and encumbrance and limit the other appropriations of County Sales Tax Receipts in that year to the amount available after deducting the amount required to pay the principal of and interest (and any premium) on the Bonds in that year.

Any portion of the County Sales Tax Receipts not otherwise required to be deposited into the County Sales Tax Bond Fund in accordance with this Section shall be used to meet other obligations of the County to be discharged from the County Sales Tax Receipts at the direction of the County.

12. Federal Tax Considerations. The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds, arbitrage bonds or hedge bonds under Sections 141, 148 or 149 of the Internal Revenue Code of 1986, as amended (the “Code”) or (ii) be treated other than as bonds to which Section 103(a) of the Code applies, and (b) the interest on the Bonds will not be treated as an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and remain excluded from gross income for federal income tax purposes, (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports and (v) refrain from certain uses of those proceeds, and, as applicable of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Executive, the Fiscal Officer or any other officer of the County having responsibility for issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval, or waiver on behalf of the County with respect to the Bonds as the County is permitted to or required to make or give under the federal income tax laws, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to

the tax treatment of the interest on and the tax status of the Bonds.

13. Disclosure Document. The County Executive is hereby authorized to prepare, execute and deliver to the Original Purchaser of the Bonds a preliminary and final Official Statement or any other appropriate disclosure document of the County in connection with the sale and delivery of the Bonds.

14. Continuing Disclosure. The County Executive or the Fiscal Officer is authorized and directed to execute a continuing disclosure agreement (the "Disclosure Agreement") setting forth the County's undertaking to provide annual reports and notices of certain events dated the date of delivery of the Bonds and delivered to the Original Purchaser of the Bonds for the benefit of the Bondholders and to assist the Original Purchaser in complying with S.E.C. Rule 15c2-12(b)(5). The County hereby covenants and agrees that it will comply with and carry out all of the provisions of the Disclosure Agreement. Failure of the County to comply with the Disclosure Agreement shall not be considered an event of default; however, any Bondholder may take such actions as may be necessary and appropriate to cause the County to comply with its obligations under this Section.

15. Certification and Delivery of Resolution. The Clerk of this Council is directed to deliver or cause to be delivered a certified copy of this Resolution to the Fiscal Officer.

16. Satisfaction of Conditions for Bond Issuance. This Council determines that all acts and conditions necessary to be done or performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law.

17. Captions and Headings. The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Resolution unless otherwise indicated.

18. Effective Date. It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health or safety of the County; and any additional reasons set forth in the preamble. Provided that this Resolution receive the affirmative vote of at least eight members of the Council, it shall take effect and be in force immediately upon the earliest to occur of any of the following: (1) its approval by the County Executive through signature, (2) the expiration of the time during which it may be disapproved by the County Executive under Section 3.10(6) of the Cuyahoga County Charter, (3) its passage by at least eight members of Council after disapproval pursuant to Section 3.10(7) of the Cuyahoga County Charter.

[PROPOSED SUBSTITUTE]

County Council of Cuyahoga County, Ohio

Resolution No. R2014-0254

<p>Sponsored by: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management</p>	<p>A Resolution authorizing the issuance and sale of sales tax revenue bonds of the County of Cuyahoga, Ohio, in a principal amount not-to-exceed \$35,800,000.00 <u>\$39,000,000.00</u> for the purpose of refunding all or a portion of the County's Sewer District Improvement Bonds, Series 2000, and advance refunding all or a portion of the County's Sewer District Improvement Bonds, Series 2005, and Various Purpose General Obligation (Limited Tax) Bonds, Series 2009A (Tax-Exempt); authorizing the preparation and use of a preliminary official statement; authorizing the preparation, execution and use of an official statement; approving and authorizing the execution of a trust indenture, one or more escrow agreements, and a continuing disclosure agreement; authorizing other actions related to the issuance of the bonds; and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, this County previously issued its \$1,040,000 Sewer District Improvement Bonds, Series 2000, dated September 1, 2000 (the "Series 2000 Bonds"), issued in anticipation of the collection of special assessments theretofore levied to pay the cost of constructing Cuyahoga County Sewer District No. 5, North Portion, Sanitary Sewer Improvement No. 543A, Sections 3, 4, and 5, and to provide service in Cuyahoga County Sewer District No. 5; and

WHEREAS, this County previously issued its \$4,445,000 Sewer District Improvement Bonds, Series 2005, dated September 1, 2005 (the "Series 2005 Bonds"), issued in anticipation of special assessments theretofore levied to pay the property owners' portion of the cost of constructing (i) Cuyahoga Improvement No. 1459, a water line in Schady Road and Stearns Road, in County Sewer District No. 14 in Olmsted Township and (ii) County Improvement No. 1401, a sanitary sewer in Schady Road, in County Sewer

District No. 14 in Olmsted Township; and

WHEREAS, this County previously issued its \$77,130,000 Various Purpose General Obligation (Limited Tax) Bonds, Series 2009A (Tax-Exempt), dated December 22, 2009 (the "Series 2009A Bonds"; and collectively with the Series 2000 Bonds and the Series 2005 Bonds, (the "Refunded Bonds") issued (i) to retire at maturity outstanding notes issued on December 23, 2008, in anticipation of bonds, issued for the following purposes in the following original amounts; (a) County buildings (\$39,000,000), (b) County jail, correctional and juvenile detention facilities (\$17,400,000); (c) telecommunications network and related equipment (\$6,400,000) and (d) certain improvements and equipping, furnishing and other improvements (\$7,200,000); and (ii) to pay costs of acquiring, constructing, adding to, remodeling, renovating, rehabilitating, furnishing, equipping and otherwise improving buildings, facilities and structures for County offices and functions; and acquiring, improving and equipping sites for such buildings, facilities and structures (\$60,000,000); (iii) to pay costs of acquiring, constructing, adding to, remodeling, renovating, rehabilitation, furnishing equipping and otherwise improving the County jail, correctional and juvenile detention facilities; (\$40,000,000); (iv) to pay costs of acquiring and installing telecommunications network and related equipment for various County offices and functions (\$5,000,000), and (v) to pay costs of installing certain improvements and equipping, furnishing and other related improvements for various County offices and functions (\$4,000,000); and costs of issuance of the Series 2009A Bonds; and

WHEREAS, this Council has determined that it is necessary and in the best interest of the County, in order to achieve debt service savings, for the County to issue sales tax revenue bonds to refund or advance refund all or a portion of the Refunded Bonds that are currently outstanding and to pay costs of issuance in connection therewith; and

WHEREAS, this Council has determined that sales tax revenue bonds shall be issued in the principal amount not to exceed ~~\$35,800,000~~ \$39,000,000.00 for the purposes herein stated and that the County should secure such bonds by a trust indenture, as provided herein; and

WHEREAS, pursuant to a resolution adopted July 6, 1987 (the "1987 County Sales Tax Resolution"), the Board of County Commissioners of the County (the "Board"), as the predecessor legislative authority to this Council, authorized the continuing levy and collection of sales and use taxes, authorized under Sections 5739.021 and 5741.021 of the Ohio Revised Code, at the rate of one percent (1%), and pursuant to a resolution adopted July 26, 2007 (the "2007 County Sales Tax Resolution" and, together with the 1987 County Sales Tax Resolution, the "County Sales Tax Resolutions"), the Board authorized an increase in the sales and use taxes to a rate of one and one-quarter percent (1-1/4%) (the "County Sales Tax"), each for the purpose of providing additional general revenues for the County; and

WHEREAS, this Council has determined to issue sales tax revenue bonds supported by the County Sales Tax for the purposes described in Section 1; and

WHEREAS, this Council hereby finds and determines that all formal actions relative to the adoption of this Resolution were taken in an open meeting of this Council, and that all the deliberations of this Council, and of its committees, if any, which resulted in formal actions, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Ohio Revised Code; and

WHEREAS, the Fiscal Officer of this County has previously certified to this Council that the estimated life of each of the projects financed with the Refunded Bonds was, at the time of issuance of the original securities issued for the projects, at least five (5) years, and has further certified to this Council that the estimated maximum maturity of the bonds described in Section 1 is at least twenty-five (25) years; and

WHEREAS, the Fiscal Officer of this County has further certified to this Council that the maximum aggregate amount of sales tax revenue bonds, including the Bonds, that will be outstanding at any time will not exceed an amount which requires or is estimated by him, as Fiscal Officer, to require payments from sales tax receipts of debt charges on the sales tax revenue bonds, including the Bonds, in any calendar year in an amount exceeding \$232,047,000, which is the average of the amount received by the County for 2012 and 2013; and

WHEREAS, it is necessary that this Resolution become immediately effective in order that debt service savings for the County be achieved.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO:

1. Authorized Principal Amount of Bonds and Purpose. It is necessary to issue sales tax revenue bonds of this County in an aggregate principal amount not to exceed ~~\$35,800,000~~ \$39,000,000.00 (the “Bonds”) for the purpose of refunding or advance refunding all or a portion of the Refunded Bonds that are currently outstanding and for the purpose of paying the costs of issuance in connection therewith.

2. Bond Terms. The Bonds shall be issued, unless a supplemental indenture shall have been executed and delivered, pursuant to the Indenture (as hereinafter defined). The Bonds may be issued in one or more series, and shall be numbered in such manner as to distinguish each Bond from any other Bond of the same series. The Bonds shall be issued in denominations of \$5,000 or multiples of \$5,000 in excess thereof, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. The Bonds shall be

dated as determined by the Fiscal Officer, with the true interest cost on the Bonds not to exceed five percent (5%) per year (computed on the basis of a 360-day year consisting of twelve 30-day months), payable on such semiannual dates or annual dates as determined by the Fiscal Officer in the Certificate of Award (as hereinafter defined) until the principal amount is paid, commencing on the initial Interest Payment Date determined by the Fiscal Officer in the Certificate of Award (which initial Interest Payment Date shall not be later than one year from the issuance date of the Bonds), and shall mature on such semiannual dates or annual dates as determined by the Fiscal Officer in the Certificate of Award, provided that the final maturity shall not be later than December 31, 2039, in accordance with Section 133.21 of the Ohio Revised Code and as set forth in the Certificate of Award and the Indenture.

3. Redemption Provisions. The Bonds shall mature serially and annually on such dates and in such principal amounts as are fixed by the Fiscal Officer in the certificate signed in accordance with Section 6 of this Resolution (the "Certificate of Award") and the Indenture, provided that the Bonds stated to mature in any year may be issued as term bonds (the "Term Bonds") payable pursuant to Mandatory Sinking Fund Redemption Requirements as hereinafter defined and further described below and as provided for in the Indenture. The Fiscal Officer, in fixing such year and such amounts, shall be consistent in the aggregate with the separate periodic maturities and principal payments determined in accordance with maximum maturities certified to this Council by the Fiscal Officer for the purposes specified in Section 1 hereof and the requirements of Section 133.21, Ohio Revised Code. The Fiscal Officer shall determine in the Certificate of Award whether any of the Bonds shall be issued as Term Bonds and any dates (the "Mandatory Redemption Dates") on which the principal amount stated above shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements rather than at stated maturity (the "Mandatory Sinking Fund Redemption Requirements").

The Bonds shall be subject to redemption prior to stated maturity as follows:

(a) Mandatory Sinking Fund Redemption. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory sinking fund redemption and be redeemed pursuant to Mandatory Sinking Fund Redemption Requirements, at a redemption price of 100% of the principal amount redeemed, plus interest accrued to the redemption date, on the Mandatory Redemption Dates.

(b) Optional Redemption. The Bonds shall be subject to redemption prior to maturity by or at the option of the County, at par, in whole or in part on any date on the dates, in the years and for the prices specified in the Certificate of Award, provided, however, that the Fiscal Officer may determine in the Certificate of Award that it is in the best interest of the County that the Bonds not be subject to redemption prior to maturity. If the Bonds are subject to

redemption, the maximum redemption price shall be no greater than 100% of the principal amount redeemed, plus accrued interest to the redemption date.

4. Execution of Bonds. The Bonds shall be designated “*Cuyahoga County, Ohio, Various Purpose Refunding Sales Tax Revenue Bonds, Series 2014.*” Pursuant to Section 133.30(B), Ohio Revised Code, the Bonds may be combined with other bonds into a single consolidated issue of bonds for purposes of their sale as a single issue, to be designated “*Cuyahoga County, Ohio, Various Purpose Sales Tax Revenue Bonds, Series 2014.*” The Bonds shall contain a summary statement of the purposes for which they are issued; shall state that they are issued pursuant to this Resolution; shall be executed by the County Executive, in the name of the County and in his official capacity, provided that such signature may be a facsimile; shall be issued only in fully registered form; and shall be registered as to both principal and interest at the corporate trust office of the Trustee. The Bonds shall be issued in the denominations and numbers as requested by the Original Purchaser (as hereinafter defined) and approved by the Fiscal Officer, and shall be numbered as determined by the Fiscal Officer. The principal of the Bonds shall be payable at maturity of the Bonds upon presentation and surrender to the Trustee. Interest on any Bond shall be paid on each Interest Payment Date (the “Interest Payment Date”) by check or draft mailed to the person in whose name that Bond is registered (the “Bondholder”) on the registration books of the County maintained by the Trustee and at the address appearing thereon at the close of business of the fifteenth (15th) day of the calendar month next preceding the Interest Payment Date (the “Regular Record Date”). Any interest not timely paid (the “Defaulted Interest”) shall cease to be payable to the person who is the Holder as of the Regular Record Date and shall be payable to the person who is the Holder at the close of business on a special record date for the payment of such defaulted interest. Such Special Record Date (the “Special Record Date”) shall be fixed by the County whenever moneys become available for payment of the Defaulted Interest. The principal and interest on the Bonds is payable in lawful money of the United States of America without deduction for the services of the Trustee.

No Bond shall be valid or become obligatory for any purpose unless and until an authentication certificate appearing on the Bond shall have been duly endorsed by the Trustee.

Any Bond, upon surrender thereof at the principal corporate trust office of the Trustee, together with an assignment duly executed by the Holder or his duly authorized attorney in such form as shall be satisfactory to the Trustee, at the option of the Holder thereof, may be exchanged for Bonds of any authorized denomination or denominations in an aggregate principal amount not exceeding the principal amount of the Bond so exchanged, and bearing interest at the same rate and maturing on the same date.

5. Book-Entry System. The entire principal amount may be represented by a single bond and may be issued as fully registered securities and in book

entry or other uncertificated form in accordance with Section 9.96, Chapter 133 of the Ohio Revised Code, and the Indenture if it is determined by the Fiscal Officer that issuance of fully registered securities in that form will facilitate the sale and delivery of the Bonds. The Bonds shall not have coupons attached, shall be numbered as determined by the Fiscal Officer and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution. As used in this Section and this Resolution:

“Book entry form” or “book entry system” means a form or system under which (i) the ownership of beneficial interests in the Bonds and the principal of, and interest on, the Bonds may be transferred only through a book entry, and (ii) a single physical Bond certificate is issued by the County and payable only to a Depository or its nominee, with such Bonds “immobilized” in the custody of the Depository or its agent for that purpose. The book entry maintained by others than the County is the record that identifies the owners of beneficial interests in the Bonds and that principal and interest.

“Depository” means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of beneficial interests in the Bonds or the principal of, and interest on, the Bonds and to effect transfers of the Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“Participant” means any participant contracting with a Depository under a book entry system and includes security brokers and dealers, banks and trust companies, and clearing corporations.

The Fiscal Officer is also hereby authorized and directed, to the extent necessary or required, to enter into any agreements determined necessary in connection with the book entry system for the Bonds, after determining that the signing thereof will not endanger the funds or securities of the County.

6. Award and Sale of the Bonds. The Bonds shall be sold to KeyBanc Capital Markets, Inc., Wells Fargo & Company and Loop Capital Markets (collectively, the “Original Purchaser”) at a purchase price and bearing interest at a rate or rates determined by the County Executive or the Fiscal Officer to be in the best interest of the County and as designated by the County Executive or the Fiscal Officer in the Certificate of Award in accordance with law, the provisions of this Resolution, and the Indenture. The Fiscal Officer shall sign the Certificate of Award referred to in Section 2 evidencing that sale to the Original Purchaser, with the final purchase price, interest rate or rates, aggregate principal amount, and principal amounts payable at stated maturity being set forth in the Certificate of Award and the Indenture, at a purchase price not less than 97% of par plus accrued interest to their date of delivery. The Fiscal Officer shall cause the Bonds to be prepared, and have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds if

requested by the Original Purchaser, to the Original Purchaser upon payment of the purchase price. The Fiscal Officer, the County Executive, the County Director of Law, the Clerk of this Council and other County officials, as appropriate, are each authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

If, in the judgment of the Fiscal Officer, the filing of an application for a rating on the Bonds by one or more nationally-recognized rating agencies is in the best interest of and financially advantageous to the County, the Fiscal Officer is authorized to prepare and submit those applications, to provide to each such agency such information as may be required for the purpose, and to provide further for the payment of the cost of obtaining each such rating from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

7. Application of Bond Proceeds. The proceeds of sale of the Bonds shall be allocated and deposited as provided in the Indenture.

8. Appointment of Bond Trustee. This Council hereby appoints The Huntington National Bank to act as the trustee (such trustee, or a successor trustee pursuant to the applicable provisions of the Indenture, the "Trustee") for the Bonds. The County Executive is hereby authorized to sign, in the name and on behalf of the County, a Trust Indenture between the County and the Trustee (the "Indenture") securing the Bonds. The Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Indenture from the proceeds of the Bonds to the extent available and then from other moneys lawfully available and appropriated or to be appropriated for that purpose.

9. Escrow Fund. If the refunding of any series of the Refunded Bonds is an advance refunding and as required by law, the proceeds from the sale of the Bonds, except the accrued interest thereon, pursuant to Section 133.34, Ohio Revised Code, shall be deposited in a separate fund for each applicable series of the Refunded Bonds, designated the "Escrow Fund" (individually, the "Escrow Fund") and collectively, the "Escrow Funds") to be held by a bank or trust company selected by the Fiscal Officer (individually, the "Refunded Bonds Escrow Agent" and collectively, the "Refunded Bonds Escrow Agents") and upon deposit to the Escrow Fund, shall be deemed hereby to be pledged and will be applied solely to the payment of redemption premium, if any, and debt service on the applicable series of the Refunded Bonds as and when due by scheduled maturity or redemption prior thereto, as further provided in an Escrow Agreement to be entered into between the County and the Refunded Bonds Escrow Agent. The County Executive and the Fiscal Officer, or either one of them, are hereby authorized and directed to enter into the Escrow Agreement(s), as well as any other written documents and agreements as are necessary in their

judgment to facilitate the transactions authorized in this Resolution on behalf of the County. The Fiscal Officer is also authorized to retain, on behalf of the County, the services of an independent public accounting firm to perform the verification, required by Section 133.34(D), Ohio Revised Code, of the sufficiency of amounts in the Escrow Fund(s) to cause the Refunded Bonds to be deemed paid and discharged.

10. Bonds are Special Obligations and Provisions for Levy and Collection of County Sales Tax. The Bonds are special obligations of the County, and the principal of and interest (and any premium) on the Bonds are payable solely from the Pledged Revenues and the Pledged Funds, together with other available funds of the County, and such payment is secured by a pledge of and a lien on the Pledged Revenues and the Pledged Funds as provided by the Act and this Resolution.

As used herein, the following terms shall be defined as follows:

“*Act*” means Chapter 133, Ohio Revised Code, as enacted and amended from time to time.

“*County Executive*” means the County Executive of the County; provided, for purposes of the signing of documents, certificates and other instruments other than the Bonds and the Official Statement, County Executive includes the County Executive’s Chief of Staff as the County Executive’s designee pursuant to Executive Order No. 02011-0002 and any other person duly designated by the County Executive.

“*County Sales Tax Bond Fund*” means the County Sales Tax Bond Fund created by the Indenture.

“*County Sales Tax Receipts*” means the monies received by the County from the County Sales Tax.

“*County Sales Tax Revenue Fund*” means the County Sales Tax Revenue Fund created by the Indenture.

“*Fiscal Officer*” means the Fiscal Officer of the County, including an interim or acting Fiscal Officer.

“*Pledged Funds*” means the County Sales Tax Bond Fund and any other funds established under the Indenture and pledged as security for the Bonds.

“*Pledged Revenues*” means, collectively, (a) the County Sales Tax Receipts and (b) all monies in the Pledged Funds and all income and profit from the investment of those monies.

The County has heretofore levied and covenants that it shall continue to

collect the County Sales Taxes for so long as the Bonds are outstanding. The County hereby covenants and agrees that, so long as the Bonds are outstanding, it shall not suffer the repeal, amendment or any other change in this Resolution, or the County Sales Tax Resolutions, that in any way materially and adversely affects or impairs (a) the sufficiency of the County Sales Tax Receipts levied and collected or otherwise available for the payment of the Bonds or (b) the pledge or the application of the County Sales Tax Receipts to the payment of the Bonds.

The Bonds do not constitute a general obligation debt, or a pledge of the full faith and credit, of the State, the County, or any other political subdivision of the State, and the holders or owners of the Bonds have no right to have taxes levied by the general assembly or property taxes levied by the taxing authority of any political subdivision of the State, including the taxing authority of the County, for the payment of principal of and interest (and any premium) on the Bonds. Nothing herein shall be construed as requiring the County to use or apply to the payment of principal of and interest (and any premium) on the Bonds any funds or revenues from any source other than County Sales Tax Receipts. Nothing herein, however, shall be deemed to prohibit the County, of its own volition, from using, to the extent that it is authorized by law to do so, any other resources for the fulfillment of any of the terms, conditions or obligations of this Resolution or of the Bonds.

11. Creation of County Sales Tax Revenue Fund and County Sales Tax Bond Fund and Application of County Sales Tax Receipts. The County Sales Tax Revenue Fund and the County Sales Tax Bond Fund shall be created in the Indenture and shall be maintained by the Fiscal Officer in the custody of the Trustee. The Fiscal Officer is hereby authorized to maintain, or permit the maintenance of, such separate accounts in those Funds, and such separate subaccounts in any account, as is determined to be in the best interest of the County. Any monies on deposit in the County Sales Tax Bond Fund shall be invested to the extent permitted by law.

The County hereby covenants, subject and pursuant to the Constitution and laws of the State of Ohio, to appropriate and pay or cause to be paid from the County Sales Tax Receipts into the County Sales Tax Revenue Fund on the dates and in the amounts specified in the Indenture in order to pay the interest and principal due and payable on all outstanding Bonds on the next Interest Payment Date and Principal Payment Date. The County Executive is hereby authorized and directed to enter into such agreements with the State of Ohio as may be necessary or appropriate to effectuate direct payment of County Sales Tax Receipts to the Trustee. For that purpose, in each year while the Bonds are outstanding, this Council will appropriate County Sales Tax Receipts required to pay the principal of and interest (and any premium) on the Bonds in that year. Further, this Council will give effect to such appropriations in all resolutions it passes thereafter in that year appropriating money for expenditure and encumbrance and limit the other appropriations of County Sales Tax Receipts in that year to the amount available after deducting the amount required to pay the principal of and interest (and any premium) on the Bonds in that year.

Any portion of the County Sales Tax Receipts not otherwise required to be deposited into the County Sales Tax Bond Fund in accordance with this Section shall be used to meet other obligations of the County to be discharged from the County Sales Tax Receipts at the direction of the County.

12. Federal Tax Considerations. The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds, arbitrage bonds or hedge bonds under Sections 141, 148 or 149 of the Internal Revenue Code of 1986, as amended (the “Code”) or (ii) be treated other than as bonds to which Section 103(a) of the Code applies, and (b) the interest on the Bonds will not be treated as an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and remain excluded from gross income for federal income tax purposes, (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports and (v) refrain from certain uses of those proceeds, and, as applicable of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Executive, the Fiscal Officer or any other officer of the County having responsibility for issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval, or waiver on behalf of the County with respect to the Bonds as the County is permitted to or required to make or give under the federal income tax laws, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to

the tax treatment of the interest on and the tax status of the Bonds.

13. Disclosure Document. The County Executive is hereby authorized to prepare, execute and deliver to the Original Purchaser of the Bonds a preliminary and final Official Statement or any other appropriate disclosure document of the County in connection with the sale and delivery of the Bonds.

14. Continuing Disclosure. The County Executive or the Fiscal Officer is authorized and directed to execute a continuing disclosure agreement (the “Disclosure Agreement”) setting forth the County’s undertaking to provide annual reports and notices of certain events dated the date of delivery of the Bonds and delivered to the Original Purchaser of the Bonds for the benefit of the Bondholders and to assist the Original Purchaser in complying with S.E.C. Rule 15c2-12(b)(5). The County hereby covenants and agrees that it will comply with and carry out all of the provisions of the Disclosure Agreement. Failure of the County to comply with the Disclosure Agreement shall not be considered an event of default; however, any Bondholder may take such actions as may be necessary and appropriate to cause the County to comply with its obligations under this Section.

15. Certification and Delivery of Resolution. The Clerk of this Council is directed to deliver or cause to be delivered a certified copy of this Resolution to the Fiscal Officer.

16. Satisfaction of Conditions for Bond Issuance. This Council determines that all acts and conditions necessary to be done or performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law.

17. Captions and Headings. The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Resolution unless otherwise indicated.

18. Effective Date. It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health or safety of the County; and any additional reasons set forth in the preamble. Provided that this Resolution receive the affirmative vote of at least eight members of the Council, it shall take effect and be in force immediately upon the earliest to occur of any of the following: (1) its approval by the County Executive through signature, (2) the expiration of the time during which it may be disapproved by the County Executive under Section 3.10(6) of the Cuyahoga County Charter, (3) its passage by at least eight members of Council after disapproval pursuant to Section 3.10(7) of the Cuyahoga County Charter.

County Council of Cuyahoga County, Ohio

Resolution No. R2014-0255

<p>Sponsored by: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management</p>	<p>A Resolution authorizing the issuance and sale of Cuyahoga County Sales Tax Revenue Bonds, Series 2014 (County Facilities Improvement), in an aggregate principal amount not-to-exceed \$168,000,000.00 for the purposes of paying or reimbursing the costs of constructing, maintaining, expanding, refurbishing, renovating, upgrading, improving, furnishing, and equipping the Cuyahoga County Administrative Headquarters, the Cuyahoga County Corrections Center, the Justice Center, the Cuyahoga County Juvenile Justice Center, the Medical Examiner’s Office, the Office of Emergency Management, the Jane Edna Hunter Building, and certain other related improvements and facilities operated by the County and for the purpose of paying capitalized interest on the bonds and paying the costs of issuance in connection therewith; authorizing the preparation and use of a preliminary official statement; authorizing the preparation, execution and use of an official statement; approving and authorizing the execution of a trust indenture and a continuing disclosure agreement; authorizing other actions related to the issuance of the bonds; and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, the County of Cuyahoga, Ohio owns and operates the Cuyahoga County Administrative Headquarters, the Cuyahoga County Corrections Center, the Justice Center, the Cuyahoga County Juvenile Justice Center, the Medical Examiner’s Office, the Office of Emergency Management, the Jane Edna Hunter Building, and certain other related improvements and facilities (collectively, the “County Facilities”); and

WHEREAS, this Council has determined that it is necessary and in the best interest of the County for the County to issue sales tax revenue bonds for the purposes of paying or reimbursing the costs of constructing, maintaining, expanding, refurbishing, renovating, upgrading, improving, furnishing, and equipping the County Facilities, as well as for the purpose of paying capitalized interest on the bonds and paying the costs of issuance in connection therewith; and

WHEREAS, this Council has determined that sales tax revenue bonds shall be issued in the principal amount not to exceed \$168,000,000 for the purposes herein stated and that the County should secure such bonds by a trust indenture, as provided herein; and

WHEREAS, pursuant to a resolution adopted July 6, 1987 (the "1987 County Sales Tax Resolution"), the Board of County Commissioners of the County (the "Board"), as the predecessor legislative authority to this Council, authorized the continuing levy and collection of sales and use taxes, authorized under Sections 5739.021 and 5741.021 of the Ohio Revised Code, at the rate of one percent (1%), and pursuant to a resolution adopted July 26, 2007 (the "2007 County Sales Tax Resolution" and, together with the 1987 County Sales Tax Resolution, the "County Sales Tax Resolutions"), the Board authorized an increase in the sales and use taxes to a rate of one and one-quarter percent (1-1/4%) (the "County Sales Tax"), each for the purpose of providing additional general revenues for the County; and

WHEREAS, this Council has determined to issue sales tax revenue bonds supported by the County Sales Tax for the Projects (as defined below) described in Section 1; and

WHEREAS, this Council hereby finds and determines that all formal actions relative to the adoption of this Resolution were taken in an open meeting of this Council, and that all the deliberations of this Council, and of its committees, if any, which resulted in formal actions, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Ohio Revised Code; and

WHEREAS, the Fiscal Officer of this County has certified that the estimated life of the projects described in Section 1 hereof is at least five (5) years, and that the estimated maximum maturity of the bonds described in Section 1 is at least twenty-six (26) years; and

WHEREAS, the Fiscal Officer of this County has further certified to this Council that the maximum aggregate amount of sales tax revenue bonds, including the Bonds, that will be outstanding at any time will not exceed an amount which requires or is estimated by him, as Fiscal Officer, to require payments from sales tax receipts of debt charges on the sales tax revenue bonds, including the Bonds, in any calendar year in an amount exceeding \$232,047,000, which is the average of the

amount received by the County for 2012 and 2013; and

WHEREAS, it is necessary that this Resolution become immediately effective in order that the usual daily operation of the County be continued and the public peace, health or safety of the County be preserved.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO:

1. Authorized Principal Amount of Bonds and Purpose. It is necessary to issue sales tax revenue bonds of this County in an aggregate principal amount not to exceed \$168,000,000 (the "Bonds") for the purpose of paying or reimbursing the costs of constructing, maintaining, expanding, refurbishing, renovating, upgrading, improving, furnishing, and equipping certain County buildings, facilities, improvements and structures owned and operated by the County for County offices and functions, and improving and equipping sites for such buildings, facilities and structures, in each case together with all necessary appurtenances and work incidental thereto (the "Projects"), and for the purpose of paying capitalized interest on the Bonds and paying the costs of issuance in connection therewith.

2. Bond Terms. The Bonds shall be issued, unless a supplemental indenture shall have been executed and delivered, pursuant to the Indenture (as hereinafter defined). The Bonds may be issued in one or more series, and shall be numbered in such manner as to distinguish each Bond from any other Bond of the same series. The Bonds shall be issued in denominations of \$5,000 or multiples of \$5,000 in excess thereof, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. The Bonds shall be dated as determined by the Fiscal Officer, with the true interest cost on the Bonds not to exceed five percent (5%) per year (computed on the basis of a 360-day year consisting of twelve 30-day months), payable on such semiannual dates or annual dates as determined by the Fiscal Officer in the Certificate of Award (as hereinafter defined) until the principal amount is paid, commencing on the initial Interest Payment Date determined by the Fiscal Officer in the Certificate of Award (which initial Interest Payment Date shall not be later than one year from the issuance date of the Bonds), and shall mature on such semiannual dates or annual dates as determined by the Fiscal Officer in the Certificate of Award, provided that the final maturity shall not be later than December 31, 2039, in accordance with Section 133.21 of the Ohio Revised Code and as set forth in the Certificate of Award and the Indenture.

3. Redemption Provisions. The Bonds shall mature serially and annually on such dates and in such principal amounts as are fixed by the Fiscal Officer in the certificate signed in accordance with Section 6 of this Resolution (the "Certificate of Award") and the Indenture, provided that the Bonds stated to mature in any year may be issued as term bonds (the "Term Bonds") payable pursuant to Mandatory Sinking Fund Redemption Requirements as hereinafter defined and further described below and as provided for in the Indenture. The Fiscal Officer, in fixing

such year and such amounts, shall be consistent in the aggregate with the separate periodic maturities and principal payments determined in accordance with maximum maturities certified to this Council by the Fiscal Officer for the purposes specified in Section 1 hereof and the requirements of Section 133.21, Ohio Revised Code. The Fiscal Officer shall determine in the Certificate of Award whether any of the Bonds shall be issued as Term Bonds and any dates (the "Mandatory Redemption Dates") on which the principal amount stated above shall be payable pursuant to Mandatory Sinking Fund Redemption Requirements rather than at stated maturity (the "Mandatory Sinking Fund Redemption Requirements").

The Bonds shall be subject to redemption prior to stated maturity as follows:

(a) Mandatory Sinking Fund Redemption. If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to mandatory sinking fund redemption and be redeemed pursuant to Mandatory Sinking Fund Redemption Requirements, at a redemption price of 100% of the principal amount redeemed, plus interest accrued to the redemption date, on the Mandatory Redemption Dates.

(b) Optional Redemption. The Bonds shall be subject to redemption prior to maturity by or at the option of the County, at par, in whole or in part on any date on the dates, in the years and for the prices specified in the Certificate of Award, provided, however, that the Fiscal Officer may determine in the Certificate of Award that it is in the best interest of the County that the Bonds not be subject to redemption prior to maturity. If the Bonds are subject to redemption, the maximum redemption price shall be no greater than 100% of the principal amount redeemed, plus accrued interest to the redemption date.

4. Execution of Bonds. The Bonds shall be designated "*Cuyahoga County Sales Tax Revenue Bonds, Series 2014 (County Facilities Improvement)*". Pursuant to Section 133.30(B), Ohio Revised Code, the Bonds may be combined with other bonds into a single consolidated issue of bonds for purposes of their sale as a single issue, to be designated "*Cuyahoga County, Ohio, Various Purpose Sales Tax Revenue Bonds, Series 2014.*" The Bonds shall contain a summary statement of the purposes for which they are issued; shall state that they are issued pursuant to this Resolution; shall be executed by the County Executive, in the name of the County and in his official capacity, provided that such signature may be a facsimile; shall be issued only in fully registered form; and shall be registered as to both principal and interest at the corporate trust office of the Trustee. The Bonds shall be issued in the denominations and numbers as requested by the Original Purchaser (as hereinafter defined) and approved by the Fiscal Officer, and shall be numbered as determined by the Fiscal Officer. The principal of the Bonds shall be payable at maturity of the Bonds upon presentation and surrender to the Trustee. Interest on any Bond shall be paid on each Interest Payment Date (the "Interest Payment Date") by check or draft mailed to the person in whose name that Bond is registered (the "Bondholder") on the registration books of the County maintained by the Trustee and at the address appearing thereon at the close of business of the fifteenth (15th) day of the calendar

month next preceding the Interest Payment Date (the “Regular Record Date”). Any interest not timely paid (the “Defaulted Interest”) shall cease to be payable to the person who is the Holder as of the Regular Record Date and shall be payable to the person who is the Holder at the close of business on a special record date for the payment of such defaulted interest. Such Special Record Date (the “Special Record Date”) shall be fixed by the County whenever moneys become available for payment of the Defaulted Interest. The principal and interest on the Bonds is payable in lawful money of the United States of America without deduction for the services of the Trustee.

No Bond shall be valid or become obligatory for any purpose unless and until an authentication certificate appearing on the Bond shall have been duly endorsed by the Trustee.

Any Bond, upon surrender thereof at the principal corporate trust office of the Trustee, together with an assignment duly executed by the Holder or his duly authorized attorney in such form as shall be satisfactory to the Trustee, at the option of the Holder thereof, may be exchanged for Bonds of any authorized denomination or denominations in an aggregate principal amount not exceeding the principal amount of the Bond so exchanged, and bearing interest at the same rate and maturing on the same date.

5. Book-Entry System. The entire principal amount may be represented by a single bond and may be issued as fully registered securities and in book entry or other uncertificated form in accordance with Section 9.96, Chapter 133 of the Ohio Revised Code, and the Indenture if it is determined by the Fiscal Officer that issuance of fully registered securities in that form will facilitate the sale and delivery of the Bonds. The Bonds shall not have coupons attached, shall be numbered as determined by the Fiscal Officer and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution. As used in this Section and this Resolution:

“Book entry form” or “book entry system” means a form or system under which (i) the ownership of beneficial interests in the Bonds and the principal of, and interest on, the Bonds may be transferred only through a book entry, and (ii) a single physical Bond certificate is issued by the County and payable only to a Depository or its nominee, with such Bonds “immobilized” in the custody of the Depository or its agent for that purpose. The book entry maintained by others than the County is the record that identifies the owners of beneficial interests in the Bonds and that principal and interest.

“Depository” means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of beneficial interests in the Bonds or the principal of, and interest on, the Bonds and to effect transfers of the Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited

purpose trust company), New York, New York.

“Participant” means any participant contracting with a Depository under a book entry system and includes security brokers and dealers, banks and trust companies, and clearing corporations.

The Fiscal Officer is also hereby authorized and directed, to the extent necessary or required, to enter into any agreements determined necessary in connection with the book entry system for the Bonds, after determining that the signing thereof will not endanger the funds or securities of the County.

6. Award and Sale of the Bonds. The Bonds shall be sold to KeyBanc Capital Markets, Inc., Wells Fargo & Company and Loop Capital Markets (collectively, the “Original Purchaser”) at a purchase price and bearing interest at a rate or rates determined by the County Executive or the Fiscal Officer to be in the best interest of the County and as designated by the County Executive or the Fiscal Officer in the Certificate of Award in accordance with law, the provisions of this Resolution, and the Indenture. The Fiscal Officer shall sign the Certificate of Award referred to in Section 2 evidencing that sale to the Original Purchaser, with the final purchase price, interest rate or rates, aggregate principal amount, and principal amounts payable at stated maturity being set forth in the Certificate of Award and the Indenture, at a purchase price not less than 97% of par plus accrued interest to their date of delivery. The Fiscal Officer shall cause the Bonds to be prepared, and have the Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds if requested by the Original Purchaser, to the Original Purchaser upon payment of the purchase price. The Fiscal Officer, the County Executive, the County Director of Law, the Clerk of this Council and other County officials, as appropriate, are each authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

If, in the judgment of the Fiscal Officer, the filing of an application for a rating on the Bonds by one or more nationally-recognized rating agencies is in the best interest of and financially advantageous to the County, the Fiscal Officer is authorized to prepare and submit those applications, to provide to each such agency such information as may be required for the purpose, and to provide further for the payment of the cost of obtaining each such rating from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

7. Application of Bond Proceeds. The proceeds of sale of the Bonds shall be allocated and deposited as provided in the Indenture.

8. Appointment of Bond Trustee. This Council hereby appoints The Huntington National Bank to act as the trustee (such trustee, or a successor trustee

pursuant to the applicable provisions of the Indenture, the “Trustee”) for the Bonds. The County Executive is hereby authorized to sign, in the name and on behalf of the County, a Trust Indenture between the County and the Trustee (the “Indenture”) securing the Bonds. The Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Indenture from the proceeds of the Bonds to the extent available and then from other moneys lawfully available and appropriated or to be appropriated for that purpose.

9. Bonds are Special Obligations and Provisions for Levy and Collection of County Sales Tax. The Bonds are special obligations of the County, and the principal of and interest (and any premium) on the Bonds are payable solely from the Pledged Revenues and the Pledged Funds, together with other available funds of the County, and such payment is secured by a pledge of and a lien on the Pledged Revenues and the Pledged Funds as provided by the Act and this Resolution.

As used herein, the following terms shall be defined as follows:

“*Act*” means Chapter 133, Ohio Revised Code, as enacted and amended from time to time.

“*County Executive*” means the County Executive of the County; provided, for purposes of the signing of documents, certificates and other instruments other than the Bonds and the Official Statement, County Executive includes the County Executive’s Chief of Staff as the County Executive’s designee pursuant to Executive Order No. 02011-0002 and any other person duly designated by the County Executive.

“*County Sales Tax Bond Fund*” means the County Sales Tax Bond Fund created by the Indenture.

“*County Sales Tax Receipts*” means the monies received by the County from the County Sales Tax.

“*County Sales Tax Revenue Fund*” means the County Sales Tax Revenue Fund created by the Indenture.

“*Fiscal Officer*” means the Fiscal Officer of the County, including an interim or acting Fiscal Officer.

“*Pledged Funds*” means the County Sales Tax Bond Fund and any other funds established under the Indenture and pledged as security for the Bonds.

“*Pledged Revenues*” means, collectively, (a) the County Sales Tax Receipts and (b) all monies in the Pledged Funds and all income and profit from the investment of those monies.

The County has heretofore levied and covenants that it shall continue to collect the

County Sales Taxes for so long as the Bonds are outstanding. The County hereby covenants and agrees that, so long as the Bonds are outstanding, it shall not suffer the repeal, amendment or any other change in this Resolution or the County Sales Tax Resolutions that in any way materially and adversely affects or impairs (a) the sufficiency of the County Sales Tax Receipts levied and collected or otherwise available for the payment of the Bonds or (b) the pledge or the application of the County Sales Tax Receipts to the payment of the Bonds.

The Bonds do not constitute a general obligation debt, or a pledge of the full faith and credit, of the State, the County, or any other political subdivision of the State, and the holders or owners of the Bonds have no right to have taxes levied by the general assembly or property taxes levied by the taxing authority of any political subdivision of the State, including the taxing authority of the County, for the payment of principal of and interest (and any premium) on the Bonds. Nothing herein shall be construed as requiring the County to use or apply to the payment of principal of and interest (and any premium) on the Bonds any funds or revenues from any source other than County Sales Tax Receipts. Nothing herein, however, shall be deemed to prohibit the County, of its own volition, from using, to the extent that it is authorized by law to do so, any other resources for the fulfillment of any of the terms, conditions or obligations of this Resolution or of the Bonds.

10. Creation of County Sales Tax Revenue Fund and County Sales Tax Bond Fund and Application of County Sales Tax Receipts. The County Sales Tax Revenue Fund and the County Sales Tax Bond Fund shall be created in the Indenture and shall be maintained by the Fiscal Officer in the custody of the Trustee. The Fiscal Officer is hereby authorized to maintain, or permit the maintenance of, such separate accounts in those Funds, and such separate subaccounts in any account, as is determined to be in the best interest of the County. Any monies on deposit in the County Sales Tax Bond Fund shall be invested to the extent permitted by law.

The County hereby covenants, subject and pursuant to the Constitution and laws of the State of Ohio, to appropriate and pay or cause to be paid from the County Sales Tax Receipts into the County Sales Tax Revenue Fund on the dates and in the amounts specified in the Indenture in order to pay the interest and principal due and payable on all outstanding Bonds on the next Interest Payment Date and Principal Payment Date. The County Executive is hereby authorized and directed to enter into such agreements with the State of Ohio as may be necessary or appropriate to effectuate direct payment of County Sales Tax Receipts to the Trustee. For that purpose, in each year while the Bonds are outstanding, this Council will appropriate County Sales Tax Receipts required to pay the principal of and interest (and any premium) on the Bonds in that year. Further, this Council will give effect to such appropriations in all resolutions it passes thereafter in that year appropriating money for expenditure and encumbrance and limit the other appropriations of County Sales Tax Receipts in that year to the amount available after deducting the amount required to pay the principal of and interest (and any premium) on the Bonds in that year.

Any portion of the County Sales Tax Receipts not otherwise required to be deposited into the County Sales Tax Bond Fund in accordance with this Section shall be used to meet other obligations of the County to be discharged from the County Sales Tax Receipts at the direction of the County.

11. Federal Tax Considerations. The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds, arbitrage bonds or hedge bonds under Sections 141, 148 or 149 of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) be treated other than as bonds to which Section 103(a) of the Code applies, and (b) the interest on the Bonds will not be treated as an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and remain excluded from gross income for federal income tax purposes, (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports and (v) refrain from certain uses of those proceeds, and, as applicable of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Executive, the Fiscal Officer or any other officer of the County having responsibility for issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval, or waiver on behalf of the County with respect to the Bonds as the County is permitted to or required to make or give under the federal income tax laws, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on and the tax status of the Bonds.

12. Disclosure Document. The County Executive is hereby authorized to prepare, execute and deliver to the Original Purchaser of the Bonds a preliminary and final Official Statement or any other appropriate disclosure document of the County in connection with the sale and delivery of the Bonds.

13. Continuing Disclosure. The County Executive or the Fiscal Officer is authorized and directed to execute a continuing disclosure agreement (the "Disclosure Agreement") setting forth the County's undertaking to provide annual reports and notices of certain events dated the date of delivery of the Bonds and delivered to the Original Purchaser of the Bonds for the benefit of the Bondholders and to assist the Original Purchaser in complying with S.E.C. Rule 15c2-12(b)(5). The County hereby covenants and agrees that it will comply with and carry out all of the provisions of the Disclosure Agreement. Failure of the County to comply with the Disclosure Agreement shall not be considered an event of default; however, any Bondholder may take such actions as may be necessary and appropriate to cause the County to comply with its obligations under this Section.

14. Certification and Delivery of Resolution. The Clerk of this Council is directed to deliver or cause to be delivered a certified copy of this Resolution to the Fiscal Officer.

15. Satisfaction of Conditions for Bond Issuance. This Council determines that all acts and conditions necessary to be done or performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the County have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law.

16. Captions and Headings. The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof. Reference to a Section means a section of this Resolution unless otherwise indicated.

17. Effective Date. It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health or safety of the County; and any additional reasons set forth in the preamble. Provided that this Resolution receive the affirmative vote of at least eight members of the Council, it shall take effect and be in force immediately upon the earliest to occur of any of the following: (1) its approval by the County Executive through signature, (2) the expiration of the time during which it may be disapproved by the County Executive under Section 3.10(6) of the Cuyahoga County Charter, (3) its passage by at least eight members of Council after disapproval pursuant to Section 3.10(7) of the Cuyahoga County Charter. Otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

18. Compliance with Open Meeting Requirements. This Council finds and determines that all formal actions of this Council concerning and relating to the adoption of this Resolution were adopted in an open meeting of the Council, and that all deliberations of this Council and of any of its committees that resulted in those formal actions were held, in meetings open to the public in compliance with the law, including Section 121.22 of the Ohio Revised Code.

On a motion by _____, seconded by _____, the foregoing Resolution was duly adopted.

Yeas:

Nays:

County Council President

Date

County Executive

Date

Clerk of Council

Date

First Reading/Referred to Committee: October 28, 2014

Committee(s) Assigned: Finance & Budgeting

Journal _____
_____, 20__

County Council of Cuyahoga County, Ohio

Resolution No. R2014-0256

<p>Sponsored by: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management</p>	<p>A Resolution authorizing the issuance and sale of County of Cuyahoga, Ohio Tax-Exempt Economic Development Refunding Revenue Bonds, Series 2014C (Medical Mart/Convention Center Project) in an aggregate principal amount not-to-exceed \$21,000,000.00 for the purpose of providing moneys to pay costs of a “Project” within the meaning of Ohio Revised Code Chapter 165; authorizing the preparation and use of a preliminary official statement; authorizing the preparation, execution and use of an official statement; approving and authorizing the execution of a bond purchase agreement, a bond registrar agreement and a continuing disclosure agreement; authorizing other actions related to the issuance of the bonds; and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, the County of Cuyahoga, Ohio (the “County”), a county and political subdivision of the State of Ohio (the “State”), is authorized and empowered, by virtue of the laws of the State of Ohio, including, without limitation, Article VIII, Section 13 of the Ohio Constitution and Ohio Revised Code Chapter 165 (the “Act”), among other things, to issue its revenue bonds for the purpose of financing a “project” as defined in the Act, that creates or preserves jobs and employment opportunities and improves the economic welfare of the people of the County and of the State and to refund revenue bonds issued for such purpose; and

WHEREAS, the County has previously issued its Recovery Zone Economic Development Revenue Bonds, Series 2010E (Medical Mart/Convention Center Project) (Federally Taxable -- Build America Bonds -- Direct Payment) (the “Refunded Bonds”) in the original principal amount of \$21,000,000 in order to create and preserve jobs and employment opportunities and improve the economic welfare of the people of the County and the State, by providing a portion of the funding for the County’s Medical Mart/Convention Center, including the acquisition, construction, improving and equipping of a medical mart and convention and exhibition center (the “Project”), fund a reserve account (if determined to be

necessary) and pay certain costs of issuance in connection with such Refunded Bonds; and

WHEREAS, the Cuyahoga County Community Improvement Corporation (the “CIC”) has certified to the County that the Projects are in accordance with the plan for the industrial, commercial, distribution and research development of the County heretofore confirmed by the County pursuant to Ohio Revised Code Section 1724.10; and

WHEREAS, this Council has determined that it is necessary and in the best interest of the County, in order to achieve debt service savings, for the County to issue its economic development refunding revenue bonds to refund all or a portion of the Refunded Bonds that are currently outstanding and to pay costs of issuance in connection therewith; and

WHEREAS, this Council has determined that economic development refunding revenue bonds shall be issued in the principal amount not to exceed \$21,000,000 for the purposes herein stated;

NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO:

SECTION 1. DEFINITIONS AND INTERPRETATION. In addition to the words and terms elsewhere in this Resolution, unless the context or use clearly indicates another or different meaning or intent:

“*Act*” means Ohio Revised Code Chapter 165.

“*Authorized Denominations*” means the denomination of \$5,000 or any integral multiple thereof.

“*Bond Counsel*” means Calfee, Halter & Griswold LLP.

“*Bond proceedings*” means, collectively, this Resolution, the Final Terms Certificate, the Bond Purchase Agreement, the Bond Registrar Agreement, the Continuing Disclosure Agreement and such other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of registered owners of the Bonds.

“*Bond Purchase Agreement*” means the Bond Purchase Agreement between the County and the Original Purchaser authorized by this Resolution.

“*Bond Register*” means all the books and records necessary for the registration, exchange and transfer of the Bonds as provided in this Resolution and the Bond Registrar Agreement.

“*Bond Registrar*” means a bank or trust company authorized to do business in the State and designated by the Fiscal Officer in the Final Terms Certificate as the initial authenticating agent, bond registrar, transfer agent and paying agent until a successor Bond Registrar shall have become such pursuant to the provisions of this Resolution and the Bond Registrar Agreement and, thereafter, “*Bond Registrar*” shall mean the successor Bond Registrar.

“*Bond Registrar Agreement*” means the Bond Registrar Agreement between the County and the Bond Registrar as authorized by this Resolution.

“*Bond Service Charges*” means the principal (at stated maturity or by redemption), premium (if any) and interest required to be paid by the County on the Bonds.

“*Bond Service Fund*” means the Medical Mart/Convention Center Bond Service Fund, and the Bond Service Account and the Bond Reserve Account therein, authorized and established by this Resolution and any additional accounts created therein.

“*Bonds*” means the Tax-Exempt Economic Development Refunding Revenue Bonds, Series 2014C (Medical Mart/Convention Center Project) authorized by this Resolution.

“*Book entry form*” or “*book entry system*” means a form or system under which (a) the ownership of beneficial interests in Bonds and the Bond Service Charges on the Bonds may be transferred only through a book entry, and (b) physical Bond certificates in fully registered form are issued by the County only to a Depository or its nominee as registered owner, with the Bonds “immobilized” in the custody of the Depository. The book entry maintained by an entity other than the County is the record that identifies the owners of beneficial interests in those Bonds and that principal and interest.

“*Brownfield Bonds*” means, collectively, the County’s Taxable Economic Development Revenue Refunding Bonds, Series 2004C (Brownfield Redevelopment Project) and Taxable Economic Development Revenue Bonds, Series 2010A (Brownfield Redevelopment Project), all issued pursuant to the Brownfield Indenture.

“*Brownfield Indenture*” means the Trust Indenture dated as of October 1, 1988, as amended by the First Supplemental Trust Indenture dated as of February 1, 2004 and the Second Supplemental Trust Indenture dated as of September 1, 2010, each between the County and the Brownfield Trustee.

“*Brownfield Revenues*” means the Project Revenues as defined in the Brownfield Indenture.

“*Brownfield Trustee*” means The Huntington National Bank, as trustee under the Brownfield Indenture, and its successors and assigns.]

“*Charter*” means the Charter of the County.

“*Clerk*” means the Clerk of the Council.

“*Closing Date*” means the date of physical delivery of, and payment of the purchase price for, the Series 2014C Bonds.

“*Code*” means the Internal Revenue Code of 1986, the regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

“*Commercial Redevelopment Bonds*” means the County’s Taxable Economic Development Revenue Bonds, Series 2010B (Commercial Redevelopment Fund Project), issued pursuant to the Commercial Redevelopment Indenture.

“*Commercial Redevelopment Indenture*” means the Trust Indenture dated as of September 1, 2010 between the County and the Commercial Redevelopment Trustee.

“*Commercial Redevelopment Revenues*” means the Project Revenues as defined in the Commercial Redevelopment Indenture.

“*Commercial Redevelopment Trustee*” means The Huntington National Bank, as trustee under the Commercial Redevelopment Indenture, and its successors and assigns.

“*Continuing Disclosure Agreement*” means, the Continuing Disclosure Agreement authorized by this Resolution.

“*Council*” means the County Council of the County.

“*County*” means the County of Cuyahoga, Ohio.

“*County Executive*” means the County Executive of the County; provided, for purposes of the signing of documents, certificates and other instruments other than the Bonds and the Official Statement, County Executive includes the County Executive’s Chief of Staff as the County Executive’s designee pursuant to Executive Order No. 02011-0002 and any other person duly designated by the County Executive.

“*Coverage Computation Period*” means the three most recent calendar years preceding the date of the certification required by Section 9(b).

“*Coverage Ratio*” means 150%.

“*Depository*” means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of beneficial interests in Bonds or the principal and interest, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“*Director of Law*” means the Director of Law of the County and his or her duly authorized designee.

“*Fiduciary Fund*” means the 2014 Medical Mart/Convention Center Fiduciary Fund authorized and established by this Resolution.

“*Final Terms Certificate*” means the Final Terms Certificate authorized by this Resolution to be signed by the Fiscal Officer.

“*Fiscal Officer*” means the Fiscal Officer of the County, including an interim or acting Fiscal Officer.

“*Flats Bonds*” means the County’s Taxable Economic Development Revenue Bonds, Series 2014 A (Flats East Development LLC Project), all issued pursuant to the Flats Indenture.

“*Flats Indenture*” means the Trust Indenture dated as of April 1, 2014 between the County and the Flats.

“*Flats Revenues*” means the Project Revenues as defined in the Flats Indenture.

“*Flats Trustee*” means The Huntington National Bank, as trustee under the Flats Indenture, and its successors and assigns.

“*Funds*” means, collectively, the Treasurer Account and the Bond Service Fund.

“*Gateway Bonds*” means, collectively, the County’s Taxable Economic Development Revenue Bonds, Series 1992A (Gateway Arena Project), Taxable Economic Development Revenue Refunding Bonds, Series 2004A (Gateway Arena Project) and Taxable Economic Development Revenue Refunding Bonds, Series 2010C (Gateway Arena Project), all issued pursuant to the Gateway Indenture.

“*Gateway Indenture*” means the Master Indenture dated as of September 15, 1992, as amended and supplemented by the First Supplemental Trust Indenture dated as of September 15, 1992, the Second Supplemental Trust Indenture dated as of September 15, 1992, the Third Supplemental Trust Indenture dated as of February 1, 1994, the Fourth Supplemental Trust Indenture dated as of February 1, 2004 and the Fifth Supplemental Trust Indenture dated as of September 1, 2010, each between the County and the Gateway Trustee.

“*Gateway Revenues*” means the Revenues as defined in the Gateway Indenture.

“*Gateway Trustee*” means The Bank of New York Mellon Trust Company, N.A., as trustee under the Gateway Indenture, and its successors and assigns.

“*Interest Payment Dates*” means June 1 and December 1 of each year that the Bonds are outstanding, commencing June 1, 2015 unless otherwise determined by the Fiscal Officer in the Final Terms Certificate.

“*Mandatory Redemption*” means the obligation to redeem Term Bonds as provided in Section 4(e)(i) and the Final Terms Certificate.

“*Medical Mart/Convention Center Bonds*” means, collectively, the County’s Recovery Zone Facility Economic Development Revenue Bonds, Series 2010F (Medical Mart/Convention Center Project) and Taxable Economic Development Revenue Bonds, Series 2010G (Medical Mart/Convention Center Project), each issued pursuant to the Medical Mart/Convention Center Indenture. As used herein “*Medical Mart/Convention Center Bonds*” does not include the Bonds.

“*Medical Mart/Convention Center Indenture*” means the Trust Indenture dated as of December 1, 2010 between the County and the Medical Mart/Convention Center Trustee.

“*Medical Mart/Convention Center Revenues*” means the Project Revenues as defined in the Medical Mart/Convention Center Indenture.

“*Medical Mart/Convention Center Trustee*” means U.S. Bank National Association as trustee under the Medical Mart/Convention Center Indenture, and its successors and assigns.

“*Nontax Revenues*” means all moneys of the County that are not raised by taxation, to the extent available for payment of Bond Service Charges on the Bonds, including, but not limited to the following: (a) charges for services and payments received in reimbursement for services; (b) payments in lieu of taxes now or hereafter authorized by State statute; (c) fines and forfeitures; (d) fees from properly imposed licenses and permits; (e) investment earnings on any funds of the County that are credited to the County’s General Fund; (f) proceeds from the sale of assets; (g) rental income; (h) grants from the United States of America and the State; (i) gifts and donations; and (j) Project Revenues; provided that Nontax Revenues do not include the Brownfield Revenues, the Commercial Redevelopment Revenues, the Gateway Revenues, the Medical Mart/Convention Center Revenues, the Westin Revenues, the Steelyard Revenues or the Flats Revenues.

“*Official Statement*” means, as appropriate, the preliminary official statement or the final official statement authorized by this Resolution.

“*Original Purchaser*” means KeyBanc Capital Markets, Inc., Wells Fargo & Company and Loop Capital Markets.

“*Parity Obligations*” means, collectively, the Brownfield Bonds, the Commercial Redevelopment Bonds, the Gateway Bonds, the Medical Mart/Convention Center Bonds, the Steelyard Bonds, the Westin Bonds, the Flats Bonds and any bonds, notes or other obligations of or guaranties by the County secured by a pledge of the Nontax Revenues on a parity with or prior to the Bonds.

“*Participant*” means any participant contracting with a Depository under a book entry system and includes security brokers and dealers, banks and trust companies, and clearing corporations.

“*Principal Payment Dates*” means the Principal Payment Dates determined by the Fiscal Officer in the Final Terms Certificate.

“*Payment Dates*” means the Interest Payment Dates and the Principal Payment Dates.

“*Project Purposes*” means the refunding of the Refunded Bonds issued for the purpose of acquiring, constructing, improving and equipping the Project.

“*Project Revenues*” means any money and investments on deposit in the Funds and all income and profit from the investment thereof.

“*Register*” means all books and records necessary for the registration, exchange and transfer of Bonds as provided by this Resolution.

“*Rule*” means Rule 15c2-12 promulgated by the SEC pursuant to the Securities Exchange Act of 1934.

“*SEC*” means the Securities and Exchange Commission.

“*Serial Bonds*” means those Bonds, if any, designated as such and maturing on the Principal Payment Dates set forth in the Final Terms Certificate.

“*State*” means the State of Ohio.

“*Steelyard Bonds*” means the County’s Taxable Economic Development Revenue Bonds, Series 2013A (Steelyard Commons Project), all issued pursuant to the Steelyard Resolution.

“*Steelyard Resolution*” means Resolution No. 2013-199 adopted by the Council on September 24, 2013.

“*Steelyard Revenues*” means the Project Revenues as defined in the Steelyard Resolution.

“*Term Bonds*” means those Bonds designated as such and maturing on the Principal Payment Dates set forth in the Final Terms Certificate.

“*Treasurer Account*” means the 2014 Medical Mart/Convention Center Treasurer Account authorized and established by this Resolution.

“*Westin Bonds*” means the County’s Taxable Economic Development Revenue Bonds, Series 2013B (Westin Cleveland Hotel Project), all issued pursuant to the Westin Resolution.

“*Westin Resolution*” means Resolution No. R2013-0224 adopted by the Council on December 10, 2013.

“*Westin Revenues*” means the Project Revenues as defined in the Westin Resolution.

SECTION 2. DETERMINATIONS BY COUNCIL. This Council finds and determines that (i) based on the certification of the CIC, the Project is a “project” as defined in the Act and is consistent with the purposes of Article VIII, Section 13 of the Ohio Constitution and (ii) will benefit the people of the County and of the State by creating and preserving jobs and employment opportunities and improving the economic welfare of the people of the County and the State.

SECTION 3. AUTHORIZED PRINCIPAL AMOUNT AND PURPOSE; APPLICATION OF PROCEEDS. It is necessary and determined to be in the County’s best interest to issue the Bonds in an aggregate principal amount not to exceed \$21,000,000 to pay costs of refunding the Refunded Bonds issued to pay for the acquisition, construction, furnishing and equipping of the Project, fund a reserve account, if determined to be necessary, and pay costs of the issuance of the Bonds. The aggregate principal amount of the Bonds to be issued to provide sufficient funds for those purposes (not to exceed \$21,000,000) shall be determined by the Fiscal Officer in the Final Terms Certificate. The Bonds shall be issued pursuant to this Resolution, the Final Terms Certificate, Article VIII, Section 13 of the Ohio Constitution and the Act. The proceeds from the sale of the Bonds received by the County shall be deposited into the Treasurer Account and shall be used for the Project Purposes. The proceeds of the sale of the Bonds are appropriated for such purposes.

SECTION 4. DENOMINATIONS; DATING; PRINCIPAL AND INTEREST PAYMENT AND REDEMPTION PROVISIONS. The Bonds shall be issued in one lot and only as fully registered bonds, in Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. The Bonds shall be dated as of the Closing Date.

(a) **Interest Rates and Payment Dates.** The Bonds shall bear interest at the rate or rates (computed on a twelve 30-day months/360-day year basis), as shall be determined by the Fiscal Officer in the Final Terms Certificate, subject to subsection

(c) of this Section. Interest on the Bonds shall be payable at such rate or rates on the Interest Payment Dates until the principal amount has been paid or provided for in full. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) Principal Payment Schedule. The Bonds shall mature on the Principal Payment Dates determined by the Fiscal Officer in the Final Terms Certificate.

Consistent with the foregoing and in accordance with his determination of the best interest of and financial advantages to the County, the Fiscal Officer shall specify in the Final Terms Certificate (i) the aggregate principal amount of Bonds, to be issued as Serial Bonds, the Principal Payment Date or Dates on which those Serial Bonds, if any, shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date and (ii) the aggregate principal amount of the Bonds, to be issued as Term Bonds, if any, the Principal Payment Date or Dates on which those Term Bonds shall be stated to mature and the dates and amounts of Mandatory Redemption applicable to those Term Bonds.

(c) Condition for Establishment of Interest Rates. The net interest rate for the Bonds determined by taking into account the Principal Payment Dates and the principal amounts due on the Bonds (at stated maturity or by Mandatory Redemption) shall not exceed 5% per year.

(d) Payment of Bond Service Charges. The principal of and interest on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the Fiscal Officer or the County Executive, in the name and on behalf of the County, in connection with the book entry system.

(e) Redemption Provisions. The Bonds shall be subject to redemption prior to stated maturity as follows:

(i) *Mandatory Redemption.* If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to and redeemed pursuant to mandatory redemption on the Principal Payment Dates set forth in the Final Terms Certificate at a price equal to 100% of the principal amount of the Term Bonds to be redeemed.

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Redemption for the Term Bonds so delivered. That option shall be exercised by the County on or before the 15th day preceding any Mandatory Redemption with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the Fiscal Officer, setting forth the extent of the credit to be applied with respect to the current or any subsequent Mandatory Redemption for the Term Bonds. If the certificate is not timely furnished to the Bond Registrar, the current Mandatory Redemption shall not be reduced. A credit against the then current or any subsequent Mandatory Redemption also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than by Mandatory Redemption) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any Mandatory Redemption for the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Redemption for the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) *Optional Redemption.* Certain maturities of Bonds may be subject to redemption by and at the sole option of the County, in whole or in part, on the dates, in the years and at the redemption prices (expressed as a percentage of the principal amount to be redeemed), plus accrued interest to the redemption date, all to be determined by the Fiscal Officer in the Final Terms Certificate.

Certain maturities of the Bonds may be subject to redemption by and at the sole option of the County, in whole or in part, on the dates, in the years and at a redemption price that will make the owner of such Bonds whole for the early redemption, all to be determined by the Fiscal Officer in the Final Terms Certificate.

If optional redemption of Term Bonds is to take place as of the date of any Mandatory Redemption applicable to those Term Bonds, the Term Bonds, or portions thereof, to be redeemed optionally shall be selected by lot prior to the selection by lot of the Term Bonds of the same maturity to be redeemed by operation of the Mandatory Redemption on that date. The Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity of Bonds to be redeemed, and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

There shall be deposited with the Bond Registrar on or prior to the redemption date, money that, in addition to any other money available therefore and held by the Bond Registrar, will be sufficient to redeem the Bonds for which notice of redemption has been given.

(iii) *Partial Redemption.* If fewer than all of the Bonds are called for optional redemption at one time, they shall be called as selected by, and in a manner determined by the County. If fewer than all Bonds of a single maturity are to be redeemed, the selection of the Bonds to be redeemed, or portions thereof in Authorized Denominations, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of partial redemption of Bonds by lot when Bonds in denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then upon notice of a redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units called for redemption (including accrued interest to the redemption date), and (ii) issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination in an aggregate principal amount equal to the unmatured and unredeemed portion, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) *Notice of Redemption.* The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register at the close of business on the fifteenth day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) *Payment of Redeemed Bonds.* Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus interest accrued to the redemption date. If money for the redemption of all of the Bonds and portions thereof to be redeemed, together with interest accrued thereon to the redemption date, is held by the Bond Registrar on the redemption date, so as to be available therefore on that date and, if notice of redemption has been deposited in the mail

as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If that money shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All money held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds.

SECTION 5. SIGNING AND AUTHENTICATION OF BONDS; APPOINTMENT AND DUTIES OF BOND REGISTRAR. The Bonds shall be signed by the Fiscal Officer and the County Executive, in the name of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchaser and approved by the Fiscal Officer, shall be numbered as determined by the Fiscal Officer, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Fiscal Officer and County Executive are hereby authorized to sign and deliver, in the name and on behalf of the County, the Bond Registrar Agreement in the form approved by the Director of Law, which approval shall be conclusively evidenced by the signing of the Bond Registrar Agreement by the Fiscal Officer and the County Executive and the approval of the Director of Law thereon.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the Fiscal Officer on behalf of the County. The same person need not sign the certificate of authentication on all of the Bonds.

SECTION 6. REGISTRATION; TRANSFER AND EXCHANGE; BOOK ENTRY SYSTEM.

(a) Register. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep at its designated corporate trust office, the Register. Except for purposes of the Continuing Disclosure Agreement, the person in whose name a Bond is registered on the Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of the Bond

Service Charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of the Bond at that office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any authorized denomination or denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall provide for the signing and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. The exchange or transfer shall be without charge to the owner, except that the County and Bond Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The County or the Bond Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings, as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice by the Bond Registrar of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. The Bonds may be issued to a Depository for use in a book entry system and, if and as long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (ii) the book entry interest owners in book entry form shall have no right to receive Bonds in the form of physical securities or certificates; (iii) ownership of beneficial interests in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its

Participants, and transfers of the ownership of beneficial interests shall be made only by book entry by the Depository and its Participants; and (iv) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the County.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the Fiscal Officer and the Bond Registrar may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the Fiscal Officer and the Bond Registrar do not or are unable to do so, the Fiscal Officer and the Bond Registrar, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause bond certificates in registered form and Authorized Denominations to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The Fiscal Officer and the Bond Registrar are hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that the Fiscal Officer determines to be necessary in connection with a book entry system for the Bonds, after determining that the signing thereof will not endanger the funds or securities of the County.

SECTION 7. SALE OF THE BONDS. The Fiscal Officer is hereby authorized to sell the Bonds at a private sale to the Original Purchaser for a purchase price of not less than 95% of the aggregate principal amount of the Bonds, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Final Terms Certificate, in accordance with law, the provisions of this Resolution and the Bond Purchase Agreement.

The Fiscal Officer and County Executive are hereby authorized to sign and deliver, in the name and on behalf of the County, the Bond Purchase Agreement in the form approved by the Director of Law, which approval shall be conclusively evidenced by the signing of the Bond Purchase Agreement by the Fiscal Officer and the County Executive and the approval of the Director of Law thereon.

The Fiscal Officer shall sign and deliver the Final Terms Certificate and shall cause the Bonds to be prepared and signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchaser upon payment of the purchase price. Any member of this Council, the County Executive, the Clerk, the Fiscal Officer, the Director of Law and other County officials, as appropriate, are each authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

SECTION 8. OFFICIAL STATEMENT, RATING AND CONTINUING DISCLOSURE.

(a) Official Statement. The County Executive, the Fiscal Officer and other officials of the County are authorized, on behalf of the County and in their official capacities, to prepare or cause to be prepared a preliminary official statement in connection with the original issuance of the Bonds, and to determine and certify or otherwise represent when that preliminary official statement is to be “deemed final” (except for permitted omissions) for purposes of paragraph (b)(i) of the Rule and authorize the use and distribution of the preliminary official statement. Those officials are further authorized to modify and change the preliminary official statement in order for it to be a final official statement for purposes of paragraphs (b)(3) and (4) of the Rule and to certify or represent such, use and distribute the final official statement and modify, change or supplement the final official statement as necessary or desirable. The County Executive and the Fiscal Officer are further authorized to sign, on behalf of the County and in their official capacities, the final official statement.

(b) Application for Rating, or Credit Enhancement. If, in the judgment of the Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies, or (ii) credit enhancement facility from a company or companies to better assure the payment of the Bond Service Charges on the Bonds, is in the best interest of and financially advantageous to the County, the Fiscal Officer is authorized to prepare and submit those applications, to provide to each such agency or company such information as may be required for that purpose, to determine whether to obtain such rating or credit enhancement facility, and to provide for the payment of the cost of obtaining each such rating or credit enhancement facility, except to the extent paid by the Original Purchaser in accordance with the Bond Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose. To the extent the Fiscal Officer has taken such actions, those actions are hereby ratified and confirmed.

(c) Continuing Disclosure Agreement. For the benefit of the owners and beneficial owners from time to time of the Bonds, the County agrees, as the only obligated person with respect to the Bonds under the Rule, to provide or cause to be provided such financial information and operating data, audited financial statements and notices, in such manner, as may be required for purposes of the Rule.

The Fiscal Officer and County Executive are hereby authorized to sign and deliver, in the name and on behalf of the County, the Continuing Disclosure Agreement in the form approved by the Director of Law, which approval shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement by the Fiscal Officer and the approval of the Director of Law thereon.

The Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement,

including timely provision of information and notices as described above. Prior to making any filing in accordance with the Continuing Disclosure Agreement or providing notice of the occurrence of any other events pursuant to the Continuing Disclosure Agreement, the Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the Director of Law and bond or other qualified independent special counsel selected by the County. The Fiscal Officer, acting in the name and on behalf of the County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made.

The performance by the County of its obligations pursuant to the Continuing Disclosure Agreement shall be subject to the appropriation of funds necessary for such performance.

SECTION 9. SECURITY FOR THE BONDS; COVENANTS AND REPRESENTATIONS.

(a) Special Obligations. The Bonds are special obligations of the County, and the Bond Service Charges are payable solely from the Nontax Revenues, and such payment is secured by a pledge of the Nontax Revenues. The County hereby covenants and agrees that it shall appropriate in its appropriation measure for each year the Bonds are outstanding Nontax Revenues in an amount sufficient to pay all Bond Service Charges due and payable in that year. The County further covenants and agrees that it shall deposit from time to time Nontax Revenues into the Bond Service Fund sufficient, together with amounts then on deposit in the Bond Service Fund, to pay the Bond Service Charges when due.

The payments due hereunder and under the Bonds are payable solely from Nontax Revenues, which Nontax Revenues are determined by this Council as money that is not raised by taxation. The Bonds are not secured by an obligation or pledge of any money raised by taxation. The Bonds do not and shall not represent or constitute a debt or pledge of the faith or credit or taxing power of the County, and the owners of the Bonds have no right to have taxes levied by the County for the payment of the Bond Service Charges.

Nothing herein shall be construed as requiring the County to use or apply to the payment of principal and interest on the Bonds any funds or revenues from any source other than Nontax Revenues. Nothing herein, however, shall be deemed to prohibit the County, of its own volition, from using, to the extent that it is authorized by law to do so, any other resources for the fulfillment of any of the terms, conditions or obligations of this Resolution or of the Bonds.

(b) Covenant Regarding Parity Obligations. The County covenants that, so long as any of the Bonds are outstanding, it shall not issue any Parity Obligations unless prior to the enactment of legislation authorizing such Parity Obligations the Fiscal Officer shall have certified to this Council that the average Nontax Revenues during the Coverage Computation Period, adjusted to reflect, if appropriate or

necessary, changes in the rates or charges resulting in the Nontax Revenues, will aggregate in amount not less than the Coverage Ratio of the highest amount due in any succeeding year of (i) Bond Service Charges and (ii) required payments on the proposed Parity Obligations and all outstanding Parity Obligations.

(c) Funds and Accounts. There is hereby created the Fiduciary Fund, the Treasurer Account and the Bond Service Fund, including the Bond Service Account and the Bond Reserve Account therein, in the custody of the Fiscal Officer. The Fiscal Officer is authorized to create such accounts or subaccounts in the Fiduciary Fund, the Treasurer Account and the Bond Service Fund as the Fiscal Officer deems appropriate.

(d) Other Covenants. The County will at all times faithfully observe and perform all agreements, covenants, undertakings, stipulations and provisions to be performed on its part under this Resolution, the Continuing Disclosure Agreement and the Bonds and under all proceedings of this Council pertaining thereto. The County represents that (i) it is, and upon delivery of the Bonds covenants that it will be, duly authorized by the Constitution and laws of the State including particularly and without limitation the Act, to issue the Bonds and to provide the security for payment of the Bond Service Charges in the manner and to the extent set forth herein and in the Bonds; (ii) all actions on its part for the issuance of the Bonds have been or will be taken duly and effectively; and (iii) the Bonds will be valid and enforceable special obligations of the County according to their terms. Each obligation of the County required to be undertaken pursuant to this Resolution and the Bonds is binding upon the County, and upon each officer or employee of the County as may from time to time have the authority under law to take any action on behalf of the County as may be necessary to perform all or any part of such obligation, as a duty of the County and of each of those officers and employee resulting from an office, trust or station within the meaning of Section 2731.01, Ohio Revised Code, providing for enforcement by writ of mandamus.

All books and documents in the County's possession relating to the Nontax Revenues shall be open at all times during the County's regular business hours to inspection by such accountants or other agents of the owners of the Bonds as the owners may from time to time designate.

The Clerk, or another appropriate officer of the County, shall furnish to the Original Purchaser a true transcript of proceedings, certified by that officer, of all proceedings had with reference to the issuance of the Bonds along with such information from the records as is necessary to determine the regularity and validity of the issuance of the Bonds.

SECTION 10. FEDERAL TAX CONSIDERATIONS. The County covenants that it will use, and will restrict the use and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that (a) the Bonds will not (i) constitute private activity bonds, arbitrage bonds or hedge bonds under Sections 141, 148 or 149 of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) be

treated other than as bonds to which Section 103(a) of the Code applies, and (b) the interest on the Bonds will not be treated as an item of tax preference under Section 57 of the Code.

The County further covenants that (a) it will take or cause to be taken such actions that may be required of it for the interest on the Bonds to be and remain excluded from gross income for federal income tax purposes, (b) it will not take or authorize to be taken any actions that would adversely affect that exclusion, and (c) it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Bonds to the governmental purpose of the borrowing, (ii) restrict the yield on investment property, (iii) make timely and adequate payments to the federal government, (iv) maintain books and records and make calculations and reports and (v) refrain from certain uses of those proceeds, and, as applicable of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of that interest under the Code.

The County Executive, the Fiscal Officer or any other officer of the County having responsibility for issuance of the Bonds is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval, or waiver on behalf of the County with respect to the Bonds as the County is permitted to or required to make or give under the federal income tax laws, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Bonds or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of the County, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Bonds, and (c) to give one or more appropriate certificates of the County, for inclusion in the transcript of proceedings for the Bonds, setting forth the reasonable expectations of the County regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on and the tax status of the Bonds.

SECTION 11. BOND COUNSEL. This Council hereby retains Bond Counsel in connection with the authorization, sale, issuance and delivery of the Bonds. Payment for the services of Bond Counsel shall be a cost of the issuance of the Bonds to be paid from the proceeds from the sale of the Bonds. In providing its services, as an independent contractor and in an attorney-client relationship, Bond Counsel shall not exercise any administrative discretion on behalf of the County in the formation of public policy, expenditure of funds, enforcement of laws, rules and regulations of the State or the County, or of any other political subdivision of the State, or the execution of public trusts.

SECTION 12. OTHER DETERMINATIONS. This Council determines that all acts and conditions necessary to be done or performed by the County or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding special obligations of the County have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law.

SECTION 13. EFFECTIVE DATE. It is necessary that this Resolution become immediately effective for the usual daily operation of the County; the preservation of public peace, health, or safety in the County; and any additional reasons set forth in the preamble. Provided that this Resolution receives the affirmative vote of at least eight members of Council, it shall take effect and be in force immediately upon the earliest occurrence of any of the following: (i) its approval by the County Executive through signature, (ii) the expiration of the time during which it may be disapproved by the County Executive under Section 3.10(6) of the Charter, or (iii) its passage by at least eight members of Council after disapproval pursuant to Section 3.10(7) of the Charter. Otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

SECTION 14. COMPLIANCE WITH OPEN MEETING REQUIREMENTS. This Council finds and determines that all formal actions of this Council relating to the adoption of this Resolution were adopted in an open meeting of Council, and that all deliberations of this Council and of any of its committees that resulted in those formal actions were in meetings open to the public, in compliance with all legal requirements, including Ohio Revised Code Section 121.22.

On a motion by _____, seconded by _____, the foregoing Resolution was duly adopted.

Yeas:

Nays:

County Council President

Date

County Executive

Date

Clerk of Council

Date

First Reading/Referred to Committee: October 28, 2014
Committee(s) Assigned: Finance & Budgeting

Journal _____
_____, 20__

County Council of Cuyahoga County, Ohio

Resolution No. R2014-0257

<p>Sponsored by: County Executive FitzGerald/Fiscal Officer/Office of Budget & Management</p>	<p>A Resolution authorizing the issuance and sale of County of Cuyahoga, Ohio Taxable Economic Development Revenue Bonds, Series 2014B (Western Reserve Fund) in an aggregate principal amount not-to-exceed \$24,500,000.00 for the purpose of providing moneys to pay costs of “Projects” within the meaning of Ohio Revised Code Chapter 165; authorizing the preparation and use of a preliminary official statement; authorizing the preparation, execution and use of an official statement; approving and authorizing the execution of a bond purchase agreement, a bond registrar agreement and a continuing disclosure agreement; authorizing other actions related to the issuance of the bonds; and declaring the necessity that this Resolution become immediately effective.</p>
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WHEREAS, the County of Cuyahoga, Ohio (the “County”), a county and political subdivision of the State of Ohio (the “State”), is authorized and empowered, by virtue of the laws of the State of Ohio, including, without limitation, Article VIII, Section 13 of the Ohio Constitution and Ohio Revised Code Chapter 165 (the “Act”), among other things, to issue its revenue bonds for the purpose of financing “projects” as defined in the Act, that create or preserve jobs and employment opportunities and improve the economic welfare of the people of the County and of the State; and

WHEREAS, the County has determined that it is necessary and desirable to issue its Taxable Economic Development Revenue Bonds, Series 2014B (Western Reserve Fund Project) (the “Bonds”) to create and preserve jobs and employment opportunities and improve the economic welfare of the people of the County and the State, by providing funding to make loans, and to reimburse the County for loans made, to finance “Projects” (as such term is defined in the Act) (the “Projects”), fund a reserve account (if determined to be necessary) and pay certain costs of issuance in connection with such Bonds; and

NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY COUNCIL OF CUYAHOGA COUNTY, OHIO:

SECTION 1. DEFINITIONS AND INTERPRETATION. In addition to the words and terms elsewhere in this Resolution, unless the context or use clearly indicates another or different meaning or intent:

“*Act*” means Ohio Revised Code Chapter 165.

“*Authorized Denominations*” means the denomination of \$5,000 or any integral multiple thereof.

“*Bond Counsel*” means Calfee, Halter & Griswold LLP.

“*Bond proceedings*” means, collectively, this Resolution, the Final Terms Certificate, the Bond Purchase Agreement, the Bond Registrar Agreement, the Continuing Disclosure Agreement and such other proceedings of the County, including the Bonds, that provide collectively for, among other things, the rights of registered owners of the Bonds.

“*Bond Purchase Agreement*” means the Bond Purchase Agreement between the County and the Original Purchaser authorized by this Resolution.

“*Bond Register*” means all the books and records necessary for the registration, exchange and transfer of the Bonds as provided in this Resolution and the Bond Registrar Agreement.

“*Bond Registrar*” means a bank or trust company authorized to do business in the State and designated by the Fiscal Officer in the Final Terms Certificate as the initial authenticating agent, bond registrar, transfer agent and paying agent until a successor Bond Registrar shall have become such pursuant to the provisions of this Resolution and the Bond Registrar Agreement and, thereafter, “*Bond Registrar*” shall mean the successor Bond Registrar.

“*Bond Registrar Agreement*” means the Bond Registrar Agreement between the County and the Bond Registrar as authorized by this Resolution.

“*Bond Service Charges*” means the principal (at stated maturity or by redemption), premium (if any) and interest required to be paid by the County on the Bonds.

“*Bond Service Fund*” means the Western Reserve Fund Bond Service Fund, and the Bond Service Account and the Bond Reserve Account therein, authorized and established by this Resolution and any additional accounts created therein.

“*Bonds*” means the Taxable Economic Development Revenue Bonds, Series 2014B (Western Reserve Fund) authorized by this Resolution.

“*Book entry form*” or “*book entry system*” means a form or system under which (a) the ownership of beneficial interests in Bonds and the Bond Service Charges on the Bonds may be transferred only through a book entry, and (b) physical Bond certificates in fully registered form are issued by the County only to a Depository or its nominee as registered owner, with the Bonds “immobilized” in the custody of the Depository. The book entry maintained by an entity other than the County is the record that identifies the owners of beneficial interests in those Bonds and that principal and interest.

[“*Brownfield Bonds*” means, collectively, the County’s Taxable Economic Development Revenue Refunding Bonds, Series 2004C (Brownfield Redevelopment Project) and Taxable Economic Development Revenue Bonds, Series 2010A (Brownfield Redevelopment Project), all issued pursuant to the Brownfield Indenture.

“*Brownfield Indenture*” means the Trust Indenture dated as of October 1, 1988, as amended by the First Supplemental Trust Indenture dated as of February 1, 2004 and the Second Supplemental Trust Indenture dated as of September 1, 2010, each between the County and the Brownfield Trustee.

“*Brownfield Revenues*” means the Project Revenues as defined in the Brownfield Indenture.

“*Brownfield Trustee*” means The Huntington National Bank, as trustee under the Brownfield Indenture, and its successors and assigns.]

“*Charter*” means the Charter of the County.

“*Clerk*” means the Clerk of the Council.

“*Closing Date*” means the date of physical delivery of, and payment of the purchase price for, the Series 2014B Bonds.

“*Code*” means the Internal Revenue Code of 1986, the regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of, or successor provisions to, the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a Section of the Code includes any applicable successor section or provision and such applicable Regulations, rulings, announcements, notices, procedures and determinations pertinent to that Section.

“*Commercial Redevelopment Bonds*” means the County’s Taxable Economic Development Revenue Bonds, Series 2010B (Commercial Redevelopment Fund Project), issued pursuant to the Commercial Redevelopment Indenture.

“*Commercial Redevelopment Indenture*” means the Trust Indenture dated as of September 1, 2010 between the County and the Commercial Redevelopment Trustee.

“*Commercial Redevelopment Revenues*” means the Project Revenues as defined in the Commercial Redevelopment Indenture.

“*Commercial Redevelopment Trustee*” means The Huntington National Bank, as trustee under the Commercial Redevelopment Indenture, and its successors and assigns.

“*Continuing Disclosure Agreement*” means, the Continuing Disclosure Agreement authorized by this Resolution.

“*Council*” means the County Council of the County.

“*County*” means the County of Cuyahoga, Ohio.

“*County Executive*” means the County Executive of the County; provided, for purposes of the signing of documents, certificates and other instruments other than the Bonds and the Official Statement, County Executive includes the County Executive’s Chief of Staff as the County Executive’s designee pursuant to Executive Order No. 02011-0002 and any other person duly designated by the County Executive.

“*Coverage Computation Period*” means the three most recent calendar years preceding the date of the certification required by Section 9(b).

“*Coverage Ratio*” means 150%.

“*Depository*” means any securities depository that is a clearing agency under federal law operating and maintaining, with its Participants or otherwise, a book entry system to record ownership of beneficial interests in Bonds or the principal and interest, and to effect transfers of Bonds, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

“*Director of Law*” means the Director of Law of the County and his or her duly authorized designee.

“*Fiduciary Fund*” means the Western Reserve Fund authorized and established by this Resolution.

“*Final Terms Certificate*” means the Final Terms Certificate authorized by this Resolution to be signed by the Fiscal Officer.

“*Fiscal Officer*” means the Fiscal Officer of the County, including an interim or acting Fiscal Officer.

“*Flats Bonds*” means the County’s Taxable Economic Development Revenue Bonds, Series 2014 A (Flats East Development LLC Project), all issued pursuant to the Flats Indenture.

“*Flats Indenture*” means the Trust Indenture dated as of April 1, 2014 between the County and the Flats.

“*Flats Revenues*” means the Project Revenues as defined in the Flats Indenture.

“*Flats Trustee*” means The Huntington National Bank, as trustee under the Flats Indenture, and its successors and assigns.

“*Funds*” means, collectively, the Treasurer Account and the Bond Service Fund.

“*Gateway Bonds*” means, collectively, the County’s Taxable Economic Development Revenue Bonds, Series 1992A (Gateway Arena Project), Taxable Economic Development Revenue Refunding Bonds, Series 2004A (Gateway Arena Project) and Taxable Economic Development Revenue Refunding Bonds, Series 2010C (Gateway Arena Project), all issued pursuant to the Gateway Indenture.

“*Gateway Indenture*” means the Master Indenture dated as of September 15, 1992, as amended and supplemented by the First Supplemental Trust Indenture dated as of September 15, 1992, the Second Supplemental Trust Indenture dated as of September 15, 1992, the Third Supplemental Trust Indenture dated as of February 1, 1994, the Fourth Supplemental Trust Indenture dated as of February 1, 2004 and the Fifth Supplemental Trust Indenture dated as of September 1, 2010, each between the County and the Gateway Trustee.

“*Gateway Revenues*” means the Revenues as defined in the Gateway Indenture.

“*Gateway Trustee*” means The Bank of New York Mellon Trust Company, N.A., as trustee under the Gateway Indenture, and its successors and assigns.

“*Interest Payment Dates*” means June 1 and December 1 of each year that the Bonds are outstanding, commencing June 1, 2015 unless otherwise determined by the Fiscal Officer in the Final Terms Certificate.

“*Mandatory Redemption*” means the obligation to redeem Term Bonds as provided in Section 4(e)(i) and the Final Terms Certificate.

“*Medical Mart/Convention Center Bonds*” means, collectively, the County’s Recovery Zone Facility Economic Development Revenue Bonds, Series 2010F (Medical Mart/Convention Center Project) and Taxable Economic Development Revenue Bonds, Series 2010G (Medical Mart/Convention Center Project), all issued pursuant to the Medical Mart/Convention Center Indenture.

“*Medical Mart/Convention Center Indenture*” means the Trust Indenture dated as of December 1, 2010 between the County and the Medical Mart/Convention Center Trustee.

“*Medical Mart/Convention Center Revenues*” means the Project Revenues as defined in the Medical Mart/Convention Center Indenture.

“*Medical Mart/Convention Center Trustee*” means U.S. Bank National Association as trustee under the Medical Mart/Convention Center Indenture, and its successors and assigns.

“*Nontax Revenues*” means all moneys of the County that are not raised by taxation, to the extent available for payment of Bond Service Charges on the Bonds, including, but not limited to the following: (a) charges for services and payments received in reimbursement for services; (b) payments in lieu of taxes now or hereafter authorized by State statute; (c) fines and forfeitures; (d) fees from properly imposed licenses and permits; (e) investment earnings on any funds of the County that are credited to the County’s General Fund; (f) proceeds from the sale of assets; (g) rental income; (h) grants from the United States of America and the State; (i) gifts and donations; and (j) Project Revenues; provided that Nontax Revenues do not include the Brownfield Revenues, the Commercial Redevelopment Revenues, the Gateway Revenues, the Medical Mart/Convention Center Revenues, the Westin Revenues, the Steelyard Revenues or the Flats Revenues.

“*Official Statement*” means, as appropriate, the preliminary official statement or the final official statement authorized by this Resolution.

“*Original Purchaser*” means KeyBanc Capital Markets, Inc., Wells Fargo & Company and Loop Capital Markets.

“*Parity Obligations*” means, collectively, the Brownfield Bonds, the Commercial Redevelopment Bonds, the Gateway Bonds and the Medical Mart/Convention Center Bonds, the Steelyard Bonds, the Westin Bonds, the Flats Bonds and any bonds, notes or other obligations of or guaranties by the County secured by a pledge of the Nontax Revenues on a parity with or prior to the Bonds.

“*Participant*” means any participant contracting with a Depository under a book entry system and includes security brokers and dealers, banks and trust companies, and clearing corporations.

“*Principal Payment Dates*” means the Principal Payment Dates determined by the Fiscal Officer in the Final Terms Certificate.

“*Payment Dates*” means the Interest Payment Dates and the Principal Payment Dates.

“*Project Purposes*” means the making of loans, or the reimbursement of the County of loans already made, for various Projects within the County.

“*Projects*” means the acquisition, construction, improvement, furnishing and equipping of real and personal property for industry, commerce, research and distribution, each of which constitutes a “project” within the meaning of the Act.

“*Project Revenues*” means any money and investments on deposit in the Funds and all income and profit from the investment thereof.

“*Register*” means all books and records necessary for the registration, exchange and transfer of Bonds as provided by this Resolution.

“*Rule*” means Rule 15c2-12 promulgated by the SEC pursuant to the Securities Exchange Act of 1934.

“*SEC*” means the Securities and Exchange Commission.

“*Serial Bonds*” means those Bonds, if any, designated as such and maturing on the Principal Payment Dates set forth in the Final Terms Certificate.

“*State*” means the State of Ohio.

“*Steelyard Bonds*” means the County’s Taxable Economic Development Revenue Bonds, Series 2013A (Steelyard Commons Project), all issued pursuant to the Steelyard Resolution.

“*Steelyard Resolution*” means Resolution No. 2013-0199 adopted by the Council on September 24, 2013.

“*Steelyard Revenues*” means the Project Revenues as defined in the Steelyard Resolution.

“*Term Bonds*” means those Bonds designated as such and maturing on the Principal Payment Dates set forth in the Final Terms Certificate.

“*Treasurer Account*” means the Western Reserve Fund Treasurer Account authorized and established by this Resolution.

“*Westin Bonds*” means the County’s Taxable Economic Development Revenue Bonds, Series 2013B (Westin Cleveland Hotel Project), all issued pursuant to the Westin Resolution.

“*Westin Resolution*” means Resolution No. R2013-0224 adopted by the Council on December 10, 2013.

“*Westin Revenues*” means the Project Revenues as defined in the Westin Resolution.

SECTION 2. DETERMINATIONS BY COUNCIL. This Council finds and determines that (i) based on the certification of the CIC, each of the loans made or to be made is for a “project” as defined in the Act and is consistent with the purposes of Article VIII, Section 13 of the Ohio Constitution and (ii) will benefit the people of the County and of the State by creating and preserving jobs and employment opportunities and improving the economic welfare of the people of the County and the State.

SECTION 3. AUTHORIZED PRINCIPAL AMOUNT AND PURPOSE; APPLICATION OF PROCEEDS. It is necessary and determined to be in the County’s best interest to issue the Bonds in an aggregate principal amount not to exceed \$24,500,000 to pay costs of the Projects, fund a reserve account, if determined to be necessary, and pay costs of the issuance of the Bonds. The aggregate principal amount of the Bonds to be issued to provide sufficient funds for those purposes (not to exceed \$24,500,000) shall be determined by the Fiscal Officer in the Final Terms Certificate. The Bonds shall be issued pursuant to this Resolution, the Final Terms Certificate, Article VIII, Section 13 of the Ohio Constitution and the Act. The proceeds from the sale of the Bonds received by the County shall be deposited into the Treasurer Account and shall be used for the Project Purposes. The proceeds of the sale of the Bonds are appropriated for such purposes.

SECTION 4. DENOMINATIONS; DATING; PRINCIPAL AND INTEREST PAYMENT AND REDEMPTION PROVISIONS. The Bonds shall be issued in one lot and only as fully registered bonds, in Authorized Denominations, but in no case as to a particular maturity date exceeding the principal amount maturing on that date. The Bonds shall be dated as of the Closing Date.

(a) **Interest Rates and Payment Dates.** The Bonds shall bear interest at the rate or rates (computed on a twelve 30-day months/360-day year basis), as shall be determined by the Fiscal Officer in the Final Terms Certificate, subject to subsection (c) of this Section. Interest on the Bonds shall be payable at such rate or rates on the Interest Payment Dates until the principal amount has been paid or provided for in full. The Bonds shall bear interest from the most recent date to which interest has been paid or provided for or, if no interest has been paid or provided for, from their date.

(b) **Principal Payment Schedule.** The Bonds shall mature on the Principal Payment Dates determined by the Fiscal Officer in the Final Terms Certificate.

Consistent with the foregoing and in accordance with his determination of the best interest of and financial advantages to the County, the Fiscal Officer shall specify in the Final Terms Certificate (i) the aggregate principal amount of Bonds, to be issued as Serial Bonds, the Principal Payment Date or Dates on which those Serial Bonds, if any, shall be stated to mature and the principal amount thereof that shall be stated to mature on each such Principal Payment Date and (ii) the aggregate principal amount of

the Bonds, to be issued as Term Bonds, if any, the Principal Payment Date or Dates on which those Term Bonds shall be stated to mature and the dates and amounts of Mandatory Redemption applicable to those Term Bonds.

(c) Condition for Establishment of Interest Rates. The net interest rate for the Bonds determined by taking into account the Principal Payment Dates and the principal amounts due on the Bonds (at stated maturity or by Mandatory Redemption) shall not exceed 9% per year.

(d) Payment of Bond Service Charges. The principal of and interest on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. Principal of the Bonds shall be payable when due upon presentation and surrender of the Bonds at the designated office of the Bond Registrar. Interest on a Bond shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Bond was registered, and to that person's address appearing, on the Bond Register at the close of business on the 15th day of the calendar month next preceding that Interest Payment Date. Notwithstanding the foregoing, if and so long as the Bonds are issued in a book entry system, principal of and interest and any premium on the Bonds shall be payable in the manner provided in any agreement entered into by the Fiscal Officer or the County Executive, in the name and on behalf of the County, in connection with the book entry system.

(e) Redemption Provisions. The Bonds shall be subject to redemption prior to stated maturity as follows:

(i) *Mandatory Redemption.* If any of the Bonds are issued as Term Bonds, the Term Bonds shall be subject to and redeemed pursuant to mandatory redemption on the Principal Payment Dates set forth in the Final Terms Certificate at a price equal to 100% of the principal amount of the Term Bonds to be redeemed.

The County shall have the option to deliver to the Bond Registrar for cancellation Term Bonds in any aggregate principal amount and to receive a credit against the then current or any subsequent Mandatory Redemption for the Term Bonds so delivered. That option shall be exercised by the County on or before the 15th day preceding any Mandatory Redemption with respect to which the County wishes to obtain a credit, by furnishing the Bond Registrar a certificate, signed by the Fiscal Officer, setting forth the extent of the credit to be applied with respect to the current or any subsequent Mandatory Redemption for the Term Bonds. If the certificate is not timely furnished to the Bond Registrar, the current Mandatory Redemption shall not be reduced. A credit against the then current or any subsequent Mandatory Redemption also shall be received by the County for any Term Bonds which prior thereto have been redeemed (other than by Mandatory Redemption) or purchased for cancellation and canceled by the Bond Registrar, to the extent not applied theretofore as a credit against any

Mandatory Redemption for the Term Bonds so redeemed or purchased and canceled.

Each Term Bond so delivered, or previously redeemed, or purchased and canceled, shall be credited by the Bond Registrar at 100% of the principal amount thereof against the then current or subsequent Mandatory Redemption for the Term Bonds so delivered, redeemed or purchased and canceled.

(ii) *Optional Redemption.* Certain maturities of Bonds may be subject to redemption by and at the sole option of the County, in whole or in part, on the dates, in the years and at the redemption prices (expressed as a percentage of the principal amount to be redeemed), plus accrued interest to the redemption date, all to be determined by the Fiscal Officer in the Final Terms Certificate.

Certain maturities of the Bonds may be subject to redemption by and at the sole option of the County, in whole or in part, on the dates, in the years and at a redemption price that will make the owner of such Bonds whole for the early redemption, all to be determined by the Fiscal Officer in the Final Terms Certificate.

If optional redemption of Term Bonds is to take place as of the date of any Mandatory Redemption applicable to those Term Bonds, the Term Bonds, or portions thereof, to be redeemed optionally shall be selected by lot prior to the selection by lot of the Term Bonds of the same maturity to be redeemed by operation of the Mandatory Redemption on that date. The Bonds to be redeemed pursuant to this paragraph shall be redeemed only upon written notice from the Fiscal Officer to the Bond Registrar, given upon the direction of this Council by adoption of a resolution. That notice shall specify the redemption date and the principal amount of each maturity of Bonds to be redeemed, and shall be given at least 45 days prior to the redemption date or such shorter period as shall be acceptable to the Bond Registrar.

There shall be deposited with the Bond Registrar on or prior to the redemption date, money that, in addition to any other money available therefore and held by the Bond Registrar, will be sufficient to redeem the Bonds for which notice of redemption has been given.

(iii) *Partial Redemption.* If fewer than all of the Bonds are called for optional redemption at one time, they shall be called as selected by, and in a manner determined by the County. If fewer than all Bonds of a single maturity are to be redeemed, the selection of the Bonds to be redeemed, or portions thereof in Authorized Denominations, shall be made by the Bond Registrar by lot in a manner determined by the Bond Registrar. In the case of partial redemption of Bonds by lot when Bonds in denominations greater than \$5,000 are then outstanding, each \$5,000 unit of principal shall be treated as if it were a separate Bond of the denomination of \$5,000. If it is determined that one or more, but not

all, of the \$5,000 units of principal amount represented by a Bond are to be called for redemption, then upon notice of a redemption of a \$5,000 unit or units, the registered owner of that Bond shall surrender the Bond to the Bond Registrar (i) for payment of the redemption price of the \$5,000 unit or units called for redemption (including accrued interest to the redemption date), and (ii) issuance, without charge to the registered owner, of a new Bond or Bonds of any Authorized Denomination in an aggregate principal amount equal to the unmatured and unredeemed portion, and bearing interest at the same rate and maturing on the same date as, the Bond surrendered.

(iv) *Notice of Redemption.* The notice of the call for redemption of Bonds shall identify (A) by designation, letters, numbers or other distinguishing marks, the Bonds or portions thereof to be redeemed, (B) the redemption price to be paid, (C) the date fixed for redemption, and (D) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Bond Registrar on behalf of the County by mailing a copy of the redemption notice by first class mail, postage prepaid, at least 30 days prior to the date fixed for redemption, to the registered owner of each Bond subject to redemption in whole or in part at the registered owner's address shown on the Bond Register at the close of business on the fifteenth day preceding that mailing. Failure to receive notice by mail or any defect in that notice regarding any Bond, however, shall not affect the validity of the proceedings for the redemption of any Bond.

(v) *Payment of Redeemed Bonds.* Notice having been mailed in the manner provided in the preceding paragraph hereof, the Bonds and portions thereof called for redemption shall become due and payable on the redemption date, and, upon presentation and surrender thereof at the place or places specified in that notice, shall be paid at the redemption price, plus interest accrued to the redemption date. If money for the redemption of all of the Bonds and portions thereof to be redeemed, together with interest accrued thereon to the redemption date, is held by the Bond Registrar on the redemption date, so as to be available therefore on that date and, if notice of redemption has been deposited in the mail as aforesaid, then from and after the redemption date those Bonds and portions thereof called for redemption shall cease to bear interest and no longer shall be considered to be outstanding. If that money shall not be so available on the redemption date, or that notice shall not have been deposited in the mail as aforesaid, those Bonds and portions thereof shall continue to bear interest, until they are paid, at the same rate as they would have borne had they not been called for redemption. All money held by the Bond Registrar for the redemption of particular Bonds shall be held in trust for the account of the registered owners thereof and shall be paid to them, respectively, upon presentation and surrender of those Bonds.

SECTION 5. SIGNING AND AUTHENTICATION OF BONDS; APPOINTMENT AND DUTIES OF BOND REGISTRAR.

The Bonds shall be signed by the Fiscal Officer and the County Executive, in the name of the County and in their official capacities, provided that any or all of those signatures may be a facsimile. The Bonds shall be issued in the Authorized Denominations and numbers as requested by the Original Purchaser and approved by the Fiscal Officer, shall be numbered as determined by the Fiscal Officer, and shall express upon their faces the purpose, in summary terms, for which they are issued and that they are issued pursuant to this Resolution.

The Fiscal Officer and the County Executive are hereby authorized to sign and deliver, in the name and on behalf of the County, the Bond Registrar Agreement in the form approved by the Director of Law, which approval shall be conclusively evidenced by the signing of the Bond Registrar Agreement by the Fiscal Officer and the County Executive and the approval of the Director of Law thereon.

No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under the Bond proceedings unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under, and is entitled to the security and benefit of, the Bond proceedings. The certificate of authentication may be signed by any authorized officer or employee of the Bond Registrar or by any other person acting as an agent of the Bond Registrar and approved by the Fiscal Officer on behalf of the County. The same person need not sign the certificate of authentication on all of the Bonds.

SECTION 6. REGISTRATION; TRANSFER AND EXCHANGE; BOOK ENTRY SYSTEM.

(a) Register. So long as any of the Bonds remain outstanding, the County will cause the Bond Registrar to maintain and keep at its designated corporate trust office, the Register. Except for purposes of the Continuing Disclosure Agreement, the person in whose name a Bond is registered on the Register shall be regarded as the absolute owner of that Bond for all purposes of the Bond proceedings. Payment of the Bond Service Charges on any Bond shall be made only to or upon the order of that person; neither the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the County's liability upon the Bond, including interest, to the extent of the amount or amounts so paid.

(b) Transfer and Exchange. Any Bond may be exchanged for Bonds of any Authorized Denomination upon presentation and surrender at the office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred only on the Bond Register upon presentation and surrender of

the Bond at that office of the Bond Registrar, together with an assignment signed by the registered owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any authorized denomination or denominations requested by the owner equal in the aggregate to the unmatured principal amount of the Bond surrendered and bearing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the County are required, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the authorized officers of the County. In all cases of Bonds exchanged or transferred, the County shall provide for the signing and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of the Bond proceedings. The exchange or transfer shall be without charge to the owner, except that the County and Bond Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The County or the Bond Registrar may require that those charges, if any, be paid before the procedure is begun for the exchange or transfer. All Bonds issued and authenticated upon any exchange or transfer shall be valid obligations of the County, evidencing the same debt, and entitled to the same security and benefit under the Bond proceedings, as the Bonds surrendered upon that exchange or transfer. Neither the County nor the Bond Registrar shall be required to make any exchange or transfer of (i) Bonds then subject to call for redemption between the 15th day preceding the mailing of notice by the Bond Registrar of Bonds to be redeemed and the date of that mailing, or (ii) any Bond selected for redemption, in whole or in part.

(c) Book Entry System. The Bonds may be issued to a Depository for use in a book entry system and, if and as long as a book entry system is utilized, (i) the Bonds may be issued in the form of a single, fully registered Bond representing each maturity and registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (ii) the book entry interest owners in book entry form shall have no right to receive Bonds in the form of physical securities or certificates; (iii) ownership of beneficial interests in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of beneficial interests shall be made only by book entry by the Depository and its Participants; and (iv) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the County.

If any Depository determines not to continue to act as a Depository for the Bonds for use in a book entry system, the Fiscal Officer and the Bond Registrar may attempt to establish a securities depository/book entry relationship with another qualified Depository. If the Fiscal Officer and the Bond Registrar do not or are unable to do so, the Fiscal Officer and the Bond Registrar, after making provision for notification of the book entry interest owners by the then Depository and any other arrangements

deemed necessary, shall permit withdrawal of the Bonds from the Depository, and shall cause bond certificates in registered form and Authorized Denominations to be authenticated by the Bond Registrar and delivered to the assigns of the Depository or its nominee, all at the cost and expense (including any costs of printing), if the event is not the result of County action or inaction, of those persons requesting such issuance.

The Fiscal Officer and the Bond Registrar are hereby authorized and directed, to the extent necessary or required, to enter into any agreements, in the name and on behalf of the County, that the Fiscal Officer determines to be necessary in connection with a book entry system for the Bonds, after determining that the signing thereof will not endanger the funds or securities of the County.

SECTION 7. SALE OF THE BONDS. The Fiscal Officer is hereby authorized to sell the Bonds at a private sale to the Original Purchaser for a purchase price of not less than 95% of the aggregate principal amount of the Bonds, and with and upon such other terms as are required or authorized by this Resolution to be specified in the Final Terms Certificate, in accordance with law, the provisions of this Resolution and the Bond Purchase Agreement.

The Fiscal Officer and County Executive are hereby authorized to sign and deliver, in the name and on behalf of the County, the Bond Purchase Agreement in the form approved by the Director of Law, which approval shall be conclusively evidenced by the signing of the Bond Purchase Agreement by the Fiscal Officer and the County Executive and the approval of the Director of Law thereon.

The Fiscal Officer shall sign and deliver the Final Terms Certificate and shall cause the Bonds to be prepared and signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Bonds, to the Original Purchaser upon payment of the purchase price. Any member of this Council, the County Executive, the Clerk, the Fiscal Officer, the Director of Law and other County officials, as appropriate, are each authorized and directed to sign any transcript certificates, financial statements and other documents and instruments and to take such actions as are necessary or appropriate to consummate the transactions contemplated by this Resolution.

SECTION 8. OFFICIAL STATEMENT, RATING AND CONTINUING DISCLOSURE.

(a) Official Statement. The County Executive, the Fiscal Officer and other officials of the County are authorized, on behalf of the County and in their official capacities, to prepare or cause to be prepared a preliminary official statement in connection with the original issuance of the Bonds, and to determine and certify or otherwise represent when that preliminary official statement is to be “deemed final” (except for permitted omissions) for purposes of paragraph (b)(i) of the Rule and authorize the use and distribution of the preliminary official statement. Those officials are further authorized to modify and change the preliminary official statement in order

for it to be a final official statement for purposes of paragraphs (b)(3) and (4) of the Rule and to certify or represent such, use and distribute the final official statement and modify, change or supplement the final official statement as necessary or desirable. The County Executive and the Fiscal Officer are further authorized to sign, on behalf of the County and in their official capacities, the final official statement.

(b) Application for Rating, or Credit Enhancement. If, in the judgment of the Fiscal Officer, the filing of an application for (i) a rating on the Bonds by one or more nationally recognized rating agencies, or (ii) credit enhancement facility from a company or companies to better assure the payment of the Bond Service Charges on the Bonds, is in the best interest of and financially advantageous to the County, the Fiscal Officer is authorized to prepare and submit those applications, to provide to each such agency or company such information as may be required for that purpose, to determine whether to obtain such rating or credit enhancement facility, and to provide for the payment of the cost of obtaining each such rating or credit enhancement facility, except to the extent paid by the Original Purchaser in accordance with the Bond Purchase Agreement, from the proceeds of the Bonds to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose. To the extent the Fiscal Officer has taken such actions, those actions are hereby ratified and confirmed.

(c) Continuing Disclosure Agreement. For the benefit of the owners and beneficial owners from time to time of the Bonds, the County agrees, as the only obligated person with respect to the Bonds under the Rule, to provide or cause to be provided such financial information and operating data, audited financial statements and notices, in such manner, as may be required for purposes of the Rule.

The Fiscal Officer is hereby authorized and directed to complete, sign and deliver, in the name and on behalf of the County, the Continuing Disclosure Agreement in the form approved by the Director of Law, which approval shall be conclusively evidenced by the signing of the Continuing Disclosure Agreement by the Fiscal Officer and the approval of the Director of Law thereon.

The Fiscal Officer is further authorized and directed to establish procedures in order to ensure compliance by the County with its Continuing Disclosure Agreement, including timely provision of information and notices as described above. Prior to making any filing in accordance with the Continuing Disclosure Agreement or providing notice of the occurrence of any other events pursuant to the Continuing Disclosure Agreement, the Fiscal Officer shall consult with and obtain legal advice from, as appropriate, the Director of Law and bond or other qualified independent special counsel selected by the County. The Fiscal Officer, acting in the name and on behalf of the County, shall be entitled to rely upon any such legal advice in determining whether a filing should be made.

The performance by the County of its obligations pursuant to the Continuing Disclosure Agreement shall be subject to the appropriation of funds necessary for such performance.

SECTION 9. SECURITY FOR THE BONDS; COVENANTS AND REPRESENTATIONS.

(a) Special Obligations. The Bonds are special obligations of the County, and the Bond Service Charges are payable solely from the Nontax Revenues, and such payment is secured by a pledge of the Nontax Revenues. The County hereby covenants and agrees that it shall appropriate in its appropriation measure for each year the Bonds are outstanding Nontax Revenues in an amount sufficient to pay all Bond Service Charges due and payable in that year. The County further covenants and agrees that it shall deposit from time to time Nontax Revenues into the Bond Service Fund sufficient, together with amounts then on deposit in the Bond Service Fund, to pay the Bond Service Charges when due.

The payments due hereunder and under the Bonds are payable solely from Nontax Revenues, which Nontax Revenues are determined by this Council as money that is not raised by taxation. The Bonds are not secured by an obligation or pledge of any money raised by taxation. The Bonds do not and shall not represent or constitute a debt or pledge of the faith or credit or taxing power of the County, and the owners of the Bonds have no right to have taxes levied by the County for the payment of the Bond Service Charges.

Nothing herein shall be construed as requiring the County to use or apply to the payment of principal and interest on the Bonds any funds or revenues from any source other than Nontax Revenues. Nothing herein, however, shall be deemed to prohibit the County, of its own volition, from using, to the extent that it is authorized by law to do so, any other resources for the fulfillment of any of the terms, conditions or obligations of this Resolution or of the Bonds.

(b) Covenant Regarding Parity Obligations. The County covenants that, so long as any of the Bonds are outstanding, it shall not issue any Parity Obligations unless prior to the enactment of legislation authorizing such Parity Obligations the Fiscal Officer shall have certified to this Council that the average Nontax Revenues during the Coverage Computation Period, adjusted to reflect, if appropriate or necessary, changes in the rates or charges resulting in the Nontax Revenues, will aggregate in amount not less than the Coverage Ratio of the highest amount due in any succeeding year of (i) Bond Service Charges and (ii) required payments on the proposed Parity Obligations and all outstanding Parity Obligations.

(c) Funds and Accounts. There is hereby created the Fiduciary Fund, the Treasurer Account and the Bond Service Fund, including the Bond Service Account and the Bond Reserve Account therein, in the custody of the Fiscal Officer. The Fiscal

Officer is authorized to create such accounts or subaccounts in the Fiduciary Fund, the Treasurer Account and the Bond Service Fund as the Fiscal Officer deems appropriate.

(d) Other Covenants. The County will at all times faithfully observe and perform all agreements, covenants, undertakings, stipulations and provisions to be performed on its part under this Resolution, the Continuing Disclosure Agreement and the Bonds and under all proceedings of this Council pertaining thereto. The County represents that (i) it is, and upon delivery of the Bonds covenants that it will be, duly authorized by the Constitution and laws of the State including particularly and without limitation the Act, to issue the Bonds and to provide the security for payment of the Bond Service Charges in the manner and to the extent set forth herein and in the Bonds; (ii) all actions on its part for the issuance of the Bonds have been or will be taken duly and effectively; and (iii) the Bonds will be valid and enforceable special obligations of the County according to their terms. Each obligation of the County required to be undertaken pursuant to this Resolution and the Bonds is binding upon the County, and upon each officer or employee of the County as may from time to time have the authority under law to take any action on behalf of the County as may be necessary to perform all or any part of such obligation, as a duty of the County and of each of those officers and employee resulting from an office, trust or station within the meaning of Section 2731.01, Ohio Revised Code, providing for enforcement by writ of mandamus.

All books and documents in the County's possession relating to the Nontax Revenues shall be open at all times during the County's regular business hours to inspection by such accountants or other agents of the owners of the Bonds as the owners may from time to time designate.

The Clerk, or another appropriate officer of the County, shall furnish to the Original Purchaser a true transcript of proceedings, certified by that officer, of all proceedings had with reference to the issuance of the Bonds along with such information from the records as is necessary to determine the regularity and validity of the issuance of the Bonds.

SECTION 10. BOND COUNSEL. This Council hereby retains Bond Counsel in connection with the authorization, sale, issuance and delivery of the Bonds. Payment for the services of Bond Counsel shall be a cost of the issuance of the Bonds to be paid from the proceeds from the sale of the Bonds. In providing its services, as an independent contractor and in an attorney-client relationship, Bond Counsel shall not exercise any administrative discretion on behalf of the County in the formation of public policy, expenditure of funds, enforcement of laws, rules and regulations of the State or the County, or of any other political subdivision of the State, or the execution of public trusts.

First Reading/Referred to Committee: October 28, 2014
Committee(s) Assigned: Finance & Budgeting

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